

*DRAFT TEXT OF THE RESOLUTIONS*

**Ordinary**

**First resolution – Approval of the annual accounts for the year ended 31 December 2024 – Approval of non-tax-deductible expenses and expenses**

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, after having taken note of the reports of the Board of Directors and the Statutory Auditors for the year ended December 31, 2024, approves, as presented, the annual financial statements as of that date, resulting in a loss of - €153,165.50.

The General Meeting specifically approves the total amount, amounting to 4,298 euros, of the expenses and charges referred to in 4 of Article 39 of the General Tax Code, as well as the corresponding theoretical tax.

**Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2024**

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of the Ordinary Shareholders' Meetings, after having taken note of the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements as of December 31, 2024, approves these financial statements as presented, resulting in a result (Group share) of -€3,641 thousand.

**Third resolution – Appropriation of profit for the year**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Ordinary Shareholders' Meetings, on the proposal of the Board of Directors, decides to allocate the following profit for the year ended December 31, 2024:

- origin:
  - Profit for the year: - €153,165.50;
- affectation:
  - carried forward again: - 153,165.50 euros.

In accordance with the provisions of Article 243 *bis* of the General Tax Code, the Shareholders' Meeting notes that it has been reminded that during the last three financial years, the distributions of dividends and income have been as follows:

During the financial year	Income eligible for the rebate		Income not eligible for the rebate
	Dividends	Other distributed income	
2022	-	-	-
		Distribution in kind of PRODWAYS GROUP shares (€4,726,728.36 or €0.278 per share) <sup>(1)</sup>	
2023	-	-	-
2024	-	-	-

*(1)* The amount of the distribution was drawn from the reserves.

**Fourth resolution – Special report of the Statutory Auditors on regulated agreements and commitments – Finding that no new agreement needs to be approved**

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, after having taken note of the Statutory Auditors' special report mentioning the absence of new and previously

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approved agreements and regulated commitments referred to in Article L.225-38 of the French Commercial Code, takes note of it purely and simply.

### **Fifth resolution – Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority conditions of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-34 of the French Commercial Code, approves the information referred to in I of Article L.22-10-9 of the French Commercial Code mentioned in the report on corporate governance contained in the Universal Registration Document paragraph 3.3.

### **Sixth resolution – Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to Mr. Raphaël GORGÉ, Chairman and Chief Executive Officer**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority conditions of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to Mr. Raphaël GORGÉ, Chairman and Chief Executive Officer, as presented in the Corporate Governance Report contained in the Universal Registration Document (paragraph 3.4.1).

### **Seventh resolution – Approval of the Chairman and Chief Executive Officer's remuneration policy**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Ordinary Shareholders' Meetings, and pursuant to Article L.22-10-8 of the French Commercial Code, approves the remuneration policy of the Chairman and Chief Executive Officer and/or any other executive officer, as presented in the report on corporate governance contained in the Universal Registration Document paragraph 3.2.1.

### **Eighth resolution – Approval of the Deputy Chief Executive Officer's remuneration policy**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Ordinary Shareholders' Meetings, and in accordance with Article L.22-10-8 of the French Commercial Code, approves the remuneration policy of the Deputy Chief Executive Officer (if any), presented in the report on corporate governance contained in the Universal Registration Document paragraph 3.2.2.

### **Ninth Resolution – Approval of the Directors' Remuneration Policy**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Ordinary Shareholders' Meetings, and in accordance with Article L.22-10-8 of the French Commercial Code, approves the directors' remuneration policy presented in the report on corporate governance contained in the Universal Registration Document paragraph 3.2.4.

### **Tenth resolution – Authorization to be given to the Board of Directors to have the Company buy back its own shares within the framework of Article L.22-10-62 of the French Commercial Code**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority conditions of the Ordinary Shareholders' Meetings, having taken cognizance of the Board of Directors' report, authorizes the latter, for a period of eighteen months, in accordance with Articles L.22-10-62 et seq. of the French Commercial Code, to purchase, in one or more instalments at the times it determines, shares of the Company up to a limit of 10% of the number of shares making up the share capital, adjusted if necessary to take account of any capital increase or reduction operations that may take place during the duration of the programme.

This authorization terminates the authorization given to the Board of Directors by the Shareholders' Meeting of June 18, 2024 in its 14th ordinary resolution.

Acquisitions may be made with a view to:

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- to ensure the animation of the secondary market or the liquidity of the EXAIL TECHNOLOGIES share through an investment services provider through a liquidity contract in accordance with the practice accepted by the regulations if there is one, it being specified that in this context the number of shares taken into account for the calculation of the above-mentioned limit corresponds to the number of shares purchased, after deduction of the number of shares resold;
- to hold the purchased shares and to subsequently deliver them for exchange or in payment in the context of any external growth operations;
- to ensure the coverage of stock option plans and/or share plans granted free of charge (or similar plans) for the benefit of the Group's employees and/or corporate officers, as well as any allocation of shares under a company or group savings plan (or similar plan), as part of the company's profit sharing and/or any other form of allocation of shares to employees and/or corporate officers of the Group;
- to ensure the hedging of securities entitling to the allocation of shares in the Company within the framework of the regulations in force;
- to proceed with the possible cancellation of the shares acquired, in accordance with the authorization granted or to be conferred by the Extraordinary General Meeting.

And more, generally, to operate for any purpose that would be authorized by law or any market practice that would be accepted by the market authorities.

These share purchases may be made by any means, including by way of the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Company reserves the right to use optional mechanisms or derivative instruments within the framework of applicable regulations.

The maximum purchase price is set at €90 per share. In the event of a capital transaction, in particular a division or consolidation of shares or the free allocation of shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplier equal to the ratio between the number of shares making up the capital before the transaction and the number of shares after the transaction).

The Board of Directors may not, except with prior authorization from the Shareholders' Meeting, make use of the delegation of authority from the filing by a third party of a draft public offer for the Company's shares, until the end of the offer period.

The theoretical maximum amount of the transaction is set at €156,822,660 (corresponding to 10% of the share capital on March 24, 2025 at a maximum price of €90 per share).

The Shareholders' Meeting confers all powers on the Board of Directors to carry out these operations, to decide on the terms and conditions, to conclude all agreements and to carry out all formalities.

## EXTRAORDINARY

### **Eleventh resolution – Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company under the provisions of Article L.22-10-62 of the French Commercial Code**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Extraordinary Shareholders' Meetings, having considered the report of the Board of Directors and the report of the Statutory Auditors:

- 1) authorizes the Board of Directors to cancel, on its own decisions, in one or more instalments, up to a limit of 10% of the share capital calculated on the date of the cancellation decision, less any shares cancelled during the previous 24 months, the shares that the Company holds or may hold as a result of the buybacks carried out pursuant to Article L.22-10-62 of the French Commercial Code, as well as to reduce the share capital to due competition in accordance with the legal and regulatory provisions in force;
- 2) sets the period of validity of this authorisation at twenty-four months from the date of this Meeting;

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- 3) gives full powers to the Board of Directors to carry out the operations necessary for such cancellations and the corresponding reductions in the share capital, to amend the Company's articles of association accordingly and to complete all the required formalities.

### **Twelfth resolution – Delegation of authority to be given to the Board of Directors to increase the capital by capitalization of reserves, profits and/or bonuses**

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having taken note of the Board of Directors' report, and in accordance with the provisions of Articles L.225-129-2, L.225-130 and L.22-10-49 et seq. of the French Commercial Code:

- 1) delegates to the Board of Directors its authority to decide to increase the share capital, in one or more instalments, at such times and in accordance with the terms and conditions it determines, by incorporating into the capital reserves, profits, bonuses or other sums the capitalization of which would be permitted, by the issue and free allocation of shares or by increasing the par value of existing ordinary shares, or a combination of these two modalities;
- 2) decides that in the event that the Board of Directors uses this delegation, in accordance with the provisions of Article L.22-10-50 of the French Commercial Code, in the event of a capital increase in the form of a free allocation of shares, the fractional rights will not be negotiable or transferable and that the corresponding equity securities will be sold; the sums from the sale will be allocated to the rights holders within the period provided for by the regulations;
- 3) sets the period of validity of this delegation at twenty-six months, from the day of this Assembly;
- 4) decides that the amount of the capital increase resulting from the issues carried out under this resolution shall not exceed the nominal amount of €5,000,000, without taking into account, where applicable, the amount necessary to preserve, in accordance with the law, the rights of holders of transferable securities entitling to shares; This ceiling is independent of all the ceilings provided for in the other resolutions of this Meeting;
- 5) confers on the Board of Directors all powers to implement this resolution and, generally, to take all measures and carry out all the formalities required for the successful completion of each capital increase, to record its completion and to proceed with the corresponding amendment of the articles of association;
- 6) takes note that this delegation deprives any previous delegation with the same purpose of any previous delegation with the same purpose of effect, as of today, up to the amount of the unused part.

### **Thirteenth resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities to be issued (by the Company or a Group company), with preferential subscription rights**

The Shareholders' Meeting, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and, in particular, Articles L.225-129-2, L.22-10-39, L.228-92, L.225-132 et seq.:

- 1) delegates to the Board of Directors its authority to issue, in one or more instalments, in the proportions and at the times it may determine, either in euros, in foreign currencies or in any other unit of account established by reference to a set of currencies:
  - o common shares, and/or
  - o equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or
  - o securities giving access to equity securities to be issued.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at twenty-six months, counted from the day of this Meeting;

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- 3) decides to set the limits on the amounts of the issues authorised in the event of the Board of Directors using this delegation of authority as follows:
- the total nominal amount of the shares that may be issued pursuant to this delegation may not exceed EUR 5,000,000,
  - to this ceiling shall be added, where applicable, the nominal value of the ordinary shares to be issued in order to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's capital,
- 4) in the event that the Board of Directors uses this delegation of authority in the context of the issues referred to in 1) above:
- a/decides that the issue(s) of ordinary shares or securities giving access to the share capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis,
  - b/ decides that if the subscriptions on an irreducible basis, and if applicable on a reducible basis, have not absorbed the entirety of an issue referred to in 1), the Board of Directors may use the following options:
  - limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
  - freely distribute all or part of the unsubscribed securities,
  - offer to the public all or part of the unsubscribed securities;
- 5) Decides that the issuance of warrants for shares of the Company may be carried out by means of a subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors will have the right to decide that the fractional allocation rights will not be negotiable and that the corresponding securities will be sold.
- 6) decides that the Board of Directors shall have, within the limits set out above, the necessary powers in particular to set the conditions of the issue(s) and to determine the issue price, where applicable, to record the completion of the resulting capital increases, to proceed with the corresponding amendment of the articles of association, to charge, on its sole initiative, the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase and, more generally, to do what is necessary in such matters;
- 7) Takes note that this delegation renders ineffective any previous delegation with the same purpose.

**Fourteenth resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or giving the right to the allocation of debt securities and/or securities (of the Company or a Group company), and/or securities giving access to equity securities to be issued (of the Company or a Group company), with cancellation of preferential subscription rights by public offering (excluding the offers referred to in 1 of Article L.411-2 of the French Monetary and Financial Code) and/or as remuneration for securities in the context of a public exchange offer**

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements of Extraordinary Shareholders' Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129-2, L.225-136, L.22-10-49, L.22-10-52, L.22-10-54 and L.228-92:

- 1) delegates to the Board of Directors its authority to issue the issue, in one or more instalments, in the proportions and at the times it deems, on the French and/or international market, by means of a public offer, with the exception of the offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, either in euros, foreign currencies or any other unit of account established by reference to a set of currencies:
- common shares, and/or
  - equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or
  - securities giving access to equity securities to be issued.

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These securities may be issued for the purpose of remunerating securities that would be tendered to the Company in the context of a public exchange offer for securities meeting the conditions set out in Article L.22-10-54 of the French Commercial Code.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at twenty-six months, counted from the day of this Meeting;
- 3) The total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €5,000,000.

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.

This amount is deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the 15th and 16th extraordinary resolutions of this Shareholders' Meeting or any successor resolution.

- 4) decides to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the share capital and/or debt securities covered by this resolution, while leaving the Board of Directors the option of conferring priority rights on shareholders, in accordance with the law;
- 5) decides to delegate to the Board of Directors all powers to freely set the issue price of assimilable equity securities that may be issued under this delegation of authority in accordance with Article L.22-10-52 of the French Commercial Code;
- 6) decides, in the event of the issuance of securities intended to remunerate securities tendered in the context of a public exchange offer, that the Board of Directors will have, under the conditions set out in Article L.22-10-54 of the French Commercial Code and within the limits set above, the necessary powers to draw up the list of securities tendered to the exchange and to set the conditions of issuance, the exchange rate and, where applicable, the amount of the cash balance to be paid, and determine the terms of issue;
- 7) decides that if the subscriptions have not absorbed the whole of an issue referred to in 1/, the Board of Directors may use the following options:
- limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
  - freely distribute all or part of the unsubscribed securities;
- 8) decides that the Board of Directors shall have, within the limits set out above, the necessary powers in particular to set the conditions for the issue(s), if any, to record the completion of the resulting capital increases, to proceed with the corresponding amendment of the articles of association, to charge, on its sole initiative, the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to increase the amount of the capital increases. legal reserve of one-tenth of the new capital after each increase and, more generally, to do what is necessary in such matters;
- 9) notes that this delegation deprives any previous delegation with the same purpose of its effectiveness, to the extent of the unused part.

**Fifteenth resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving, where applicable, access to other equity securities or entitling them to the allocation of debt securities (of the Company or a Group company) and/or transferable securities giving access to equity securities to be issued (of the Company or a Group company), with cancellation of the preferential subscription right by an offer referred to in 1° of Article L.411-2 of the Monetary and Financial Code**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements for Extraordinary Shareholders' Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory

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Auditors and in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129-2, L.225-136, L.22-10-49, L.22-10-52 and L.228-92:

1) delegates to the Board of Directors its authority to issue, in one or more instalments, in the proportions and at the times it deems, on the French and/or international market, by an offer referred to in 1° of Article L.411-2 of the Monetary and Financial Code, either in euros, or in foreign currencies or in any other unit of account established by reference to a set of currencies:

- o common shares, and/or
- o equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or
- o securities giving access to equity securities to be issued.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital;

2) sets the period of validity of this delegation at twenty-six (26) months, counted from the day of this Assembly;

3) The total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €5,000,000, it being specified that it may not exceed the limits provided for by the applicable regulations (for information purposes, as of March 24, 2025, this ceiling is 30% of the share capital per year).

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.

This amount is deducted from the maximum par value of ordinary shares that may be issued pursuant to the 14th and 16th extraordinary resolutions of this Shareholders' Meeting or any resolution that may succeed them.

4) decides to cancel shareholders' preferential subscription rights to ordinary shares and securities giving access to the share capital and/or debt securities subject to this resolution;

5) decides to delegate to the Board of Directors all powers to freely set the issue price of assimilable equity securities that may be issued under this delegation of authority in accordance with Article L.22-10-52 of the French Commercial Code;

6) decides that if the subscriptions have not absorbed the whole of an issue referred to in 1/, the Board of Directors may use the following options:

- a. limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
- b. freely distribute all or part of the unsubscribed securities;

7) decides that the Board of Directors shall have, within the limits set out above, the necessary powers in particular to set the conditions for the issue(s), if any, to record the completion of the resulting capital increases, to proceed with the corresponding amendment of the articles of association, to charge, on its sole initiative, the costs of the capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to increase the amount of the capital increases. legal reserve to one-tenth of the new capital after each increase, and more generally to do what is necessary in such matters;

8) notes that this delegation deprives any previous delegation with the same purpose of its effectiveness, to the extent of the unused part.

### **Sixteenth resolution - Delegation of authority to be conferred on the Board of Directors to decide on the issuance of ordinary shares and/or securities giving access to the share capital and/or debt securities, with cancellation of preferential subscription rights in favour of one or more named persons**

The Shareholders' Meeting, acting in accordance with *the quorum* and majority requirements of Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and in

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accordance with the provisions of the French Commercial Code and in particular Articles L.225-129-2, L.22-10-49, L.22-10-52-1 and L.228-92:

1) delegates to the Board of Directors its authority to proceed, on one or more occasions, in the proportions and at the times it deems, on the French and/or international market, either in euros, or in foreign currencies or in any other unit of account established by reference to a set of currencies, with cancellation of the preferential subscription right in favour of one or more named persons, On the show:

- common shares, and/or
- transferable securities giving access to capital and/or debt securities.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the Company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital;

- 2) sets the period of validity of this delegation at eighteen (18) months, counted from the day of this Assembly;
- 3) The total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €5,000,000, it being specified that it will in any event be limited to 30% of the share capital per year in accordance with the law.

To this ceiling will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation procedures, the rights of the holders of rights or transferable securities giving access to the Company's capital.

This amount is deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the 14th and 15th extraordinary resolutions of this Shareholders' Meeting or any resolution that may succeed it;

- 4) decides to cancel the shareholders' preferential subscription rights to the securities that are the subject of this resolution in favour of one or more named persons and to delegate to the Board of Directors the power to appoint such person or persons;
- 5) decides, in accordance with the provisions of Article L.22-10-52-1 of the French Commercial Code, that the issue price of the ordinary shares that may be issued under this delegation of authority will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date of use of this delegation;
- 6) decides that if the subscriptions have not absorbed the entirety of an issue referred to in paragraph 1, the Board of Directors may limit the amount of the issue to the amount of the subscriptions, if necessary within the limits provided for by the regulations;
- 7) decides that the Board of Directors shall have, within the limits set out above, with the power of sub-delegation, the necessary powers, in particular, to set the conditions of the issue(s), to designate the person(s) for whose benefit the issue is reserved, to determine the number of securities to be allocated to each of the beneficiaries, and to decide on the amount to be issued, the price of the issue as well as the amount of the premium that may be requested at the time of issue, determine the dates and terms of the issue, the nature, form and characteristics of the securities to be created, determine the method of payment of the shares and/or securities issued or to be issued, possibly suspend the exercise of the rights attached to the securities issued for a maximum period of three months, establish the completion of the resulting capital increases, proceed with the corresponding amendment of the articles of association, charge, on its own initiative, the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase, and more generally to do what is necessary in such matters.

### **Seventeenth resolution – Authorization to increase the amount of issuance in the event of excess demand**

The Shareholders' Meeting, after having considered the report of the Board of Directors and the report of the Statutory Auditors, decides that for each of the issues of ordinary shares or securities giving access to the share capital decided pursuant to the 13th to 16th resolutions, the number of shares to be issued may be increased under the conditions set out in Articles L.225-135-1 and R.225-118 of the French Commercial Code and within the limits set by the Shareholders' Meeting, when the Board of Directors finds excess demand.



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The period of validity of this authorisation is 26 months, starting from the day of this Meeting.

**Eighteenth resolution – Delegation to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital up to a limit of 20% of the share capital in order to remunerate contributions in kind of securities or transferable securities giving access to the share capital**

The Shareholders' Meeting, after having taken note of the reports of the Board of Directors and the Statutory Auditors and in accordance with Articles L.225-147, L.22-10-49, L.22-10-53 and L.228-92 of the French Commercial Code:

- 1) authorises the Board of Directors to issue, on the basis of a report from the Contribution Commissioner, ordinary shares or transferable securities giving access to ordinary shares in order to remunerate contributions in kind granted to the Company and consisting of equity securities or transferable securities giving access to the share capital when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- 2) sets the period of validity of this delegation at twenty-six (26) months, counted from the day of this Assembly;
- 3) decides that the aggregate nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed 20% of the share capital on the date of this Meeting, without taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of rights or securities giving access to the Company's capital. This ceiling is independent of any other ceiling provided for in terms of delegation of capital increases;
- 4) delegates all powers to the Board of Directors for the purpose of approving the valuation of the contributions, to decide on the resulting capital increase, to record its implementation, to charge all the costs and rights incurred by the capital increase to the contribution premium, to deduct from the contribution premium the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase and to proceed with the modification correlative of the statutes, and to do what is necessary in such matters;
- 5) takes note that this delegation deprives any previous delegation with the same purpose of any previous delegation of effect to the extent of the unused part.

**Nineteenth resolution – Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or transferable securities giving access to the share capital with cancellation of preferential subscription rights for the benefit of members of a company savings plan pursuant to Articles L.3332-18 et seq. of the French Labor Code**

The Shareholders' Meeting, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, acting pursuant to Articles L.225-129-6, L.225-138-1 and L.228-92 of the French Commercial Code and L.3332-18 et seq. of the French Labor Code:

- 1) delegates its authority to the Board of Directors to the effect, if it deems it appropriate, on its own decisions, to increase the share capital in one or more instalments by issuing ordinary shares or transferable securities giving access to equity securities to be issued by the Company for the benefit of members of one or more company or group savings plans established by the Company and/or the French or foreign companies related to it in the conditions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code;
- 2) cancels in favour of these persons the preferential subscription rights for the shares that may be issued pursuant to this delegation;
- 3) sets the period of validity of this delegation at twenty-six (26) months from the date of this Assembly;
- 4) limits the maximum nominal amount of the increase(s) that can be carried out by using this delegation to 3% of the amount of the share capital reached at the time of the Board's decision to carry out this increase, this amount being independent of any other ceiling provided for in relation to the delegation of a capital increase. To this amount will be added, where applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other preservation methods, the rights of the holders of rights or transferable securities giving access to the Company's capital;

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- 5) decides that the price of the shares to be issued, pursuant to 1/of this delegation, may not be more than 30% lower, or 40% when the period of unavailability provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is greater than or equal to ten years, to the average of the first listed prices of the share during the 20 trading days preceding the decision setting the date of the opening of the subscription, nor higher than this average;
- 6) decides, pursuant to the provisions of Article L.3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, in respect of
  - (i) the matching contribution that may be paid pursuant to the regulations of company or group savings plans, and/or
  - (ii), where applicable, the haircut and may decide, in the event of the issue of new shares under the haircut and/or matching contribution, to incorporate into the capital the reserves, profits or share premiums necessary for the release of the said shares.

The Board of Directors may or may not implement this delegation, take all necessary measures and formalities.

### **Twentieth resolution – Amendment of Article 15 of the Articles of Association in order to make the procedures for participation in meetings of the Board of Directors more flexible, by means of telecommunication, written consultation or postal voting**

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions for Extraordinary General Meetings, having taken note of the Board of Directors' report and the amendments and relaxations made by the so-called "Attractiveness" law of 13 June 2024 to the rules for participation in meetings of the Boards of Directors of public limited companies, decides to amend Article 15 of the Articles of Association as follows:

#### *"Article 15 - Deliberations of the Council*

*The Board of Directors meets as often as the interest of the Company requires, at the invitation of its Chairman. Where it has not met for more than two months, at least one third of the Executive Directors or the Chief Executive Officer may request the Chairman, who is bound by such request, to convene the Executive Board on a specified agenda.*

*Summonses are made by any means and even verbally.*

*Decisions are taken by a majority of the votes of the members present or represented.*

*Directors who participate in the meeting by telecommunication in accordance with the regulations in force shall be deemed to be present for the purpose of calculating the quorum and the majority.*

*In the event of a tie, the President of the meeting shall have the casting vote.*

*The Board of Directors may also take decisions by written consultation with the directors, including by any electronic means, under the conditions provided for by the regulations in force, at the initiative of the Chairman, and provided that there is no opposition from one of the members of the Board of Directors that this method is used. In this case, the directors are called upon at the request of the Chairman of the Board of Directors to give their opinion by any written means (including electronically) on the decision sent to them, within 3 working days (or less depending on the time limit set out in the request) following receipt of the request. A member of the Board of Directors may object to this method being used by the same means by notifying the Chairman of the Board of Directors formally and within 48 hours. Regardless of an objection to the written consultation, if the Chairman of the Board of Directors has not responded in writing to the consultation within the required period and in accordance with the terms and conditions set out in the request, the directors who have not responded will be deemed to have been absent and not to have participated in the decision.*

*Directors may also vote by mail using a form under the conditions provided for by the regulations in force. »*

## Ordinary

### **Twenty-first Resolution – Powers for Formalities**

The General Meeting gives full powers to the bearer of a copy, a copy or an extract of these minutes for the purpose of completing all the filing and publicity formalities required by law.

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