

**PRESENTATION OF THE 10TH AMENDED RESOLUTION SUBMITTED TO THE  
COMBINED SHAREHOLDERS' MEETING OF JUNE 25, 2025**

Dear shareholders,

In view of the recent evolution of the share price of Exail Technologies, which has exceeded €90 over the last two days, your Board met on June 25, 2025 at 8 a.m. and deemed it appropriate to increase the maximum purchase price provided for in the 10th resolution (renewal of the authorization to repurchase the company's shares conferred on the Board of Directors), otherwise, the new authorisation may not allow the liquidity contract to operate.

The maximum purchase price is thus raised to 150 euros and consequently the theoretical maximum amount of the transaction is increased to 261,371,205 euros.

The rest of the delegation remains unchanged.

The amended text of the tenth resolution is set out below.

The Board of Directors invites you to approve by vote the amended text of the 10th resolution that it proposes to you.

June 25, 2025

**The Board of Directors**

## TEXT OF THE 10TH RESOLUTION AS AMENDED

### **"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 note of the report of the Board of Directors, authorizes the Board of Directors, 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:

- 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 may be authorized by law or any market practice that may 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 €150 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 €261,371,205 (corresponding to 10% of the share capital on June 25, 2025 at a maximum price of €150 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. »