

**LACROIX Group**  
« Société Anonyme à Conseil d'Administration »  
with a capital of 32 055 239,04 euros  
Registered office: 17 rue Océane - 44800 Saint-Herblain  
855 802 815 RCS Nantes

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**MEETING NOTICE SERVING AS CONVENING NOTICE  
OF SHAREHOLDERS' GENERAL MEETING**

The shareholders of LACROIX Group (the "Company") are informed that they are convened to hold the combined General Meeting of shareholders on May 16<sup>th</sup>, 2025, at 11:00 a.m. (Paris time), at the Registered office of the Company, to deliberate on the following agenda and draft resolutions:

**AGENDA**

Ordinary General Meeting:

- Approval of the annual financial statements for the fiscal year ending December 31, 2024,
- Approval of the consolidated financial statements for the fiscal year ending December 31, 2024,
- Approval of non-deductible expenses for tax purposes,
- Allocation of the result of the financial year,
- Special report of the Statutory Auditors on regulated agreements and commitments and acknowledgment of the absence of new agreements,
- Total annual compensation of the members of the Board of Directors,
- Approval of the compensation policy of the members of the Board of Directors,
- Approval of the compensation elements paid or granted in 2024 to Vincent Bedouin, Chairman & CEO,
- Approval of the compensation policy for Vincent BEDOUIN, Chairman & CEO,
- Approval of the compensation elements paid or granted in 2024 to Nicolas Bedouin, Chief Executive Officer deputy ("*Directeur général délégué*"),
- Approval of the compensation policy for Nicolas BEDOUIN, Chief Executive Officer deputy ("*Directeur général délégué*"),
- Approval of the compensation elements for the corporate officers, as referred to in Article L. 22-10-9 I of the French Commercial Code,
- Authorization granted to the Board of Directors to purchase Company's shares,

Extraordinary General Meeting:

- Delegation of authority to be granted to the Board of Directors to issue ordinary shares in the Company and/or securities giving immediate or future access to share capital in the Company or entitlement to debt securities with preferential subscription rights for shareholders,
- Delegation of authority to be granted to the Board of Directors to issue ordinary shares in the Company and/or securities giving immediate or future access to share capital in the Company or entitlement to debt securities, without preferential subscription rights for shareholders and by way of a public offering, other than those referred to in 1° of Article L.411-2 of the French Monetary and Financial Code,

- Delegation of competence to be granted to the Board of Directors to issue ordinary shares in the Company and/or securities giving immediate or future access to share capital in the Company or entitlement to debt securities, without preferential subscription rights for shareholders, under a public offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code,
- Authorization to increase the amount of issues in case of oversubscriptions,
- Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to capital for the benefit of members of a corporate savings plan, without preferential subscription rights, in accordance with Articles L. 3332-18 and following of the French Labor Code,
- Powers for the completion of formalities.

## DRAFT RESOLUTIONS

### **I- WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING**

#### **FIRST RESOLUTION** - *Approval of the annual financial statements for the fiscal year ending December 31, 2024*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after reviewing:

- the management report of the Board of Directors, and
- the report of the Statutory Auditors,

approves the annual financial statements for the fiscal year ended December 31, 2024, as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

#### **SECOND RESOLUTION** - *Approval of the consolidated financial statements for the fiscal year ending December 31, 2024*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after reviewing:

- the group's management report, and
- the report of the Statutory Auditors,

approves the consolidated financial statements for the fiscal year ended December 31, 2024, as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

#### **THIRD RESOLUTION** - *Approval of non-deductible expenses for tax purposes*

In accordance with Article 223 quater of the French General Tax Code, the General Meeting approves the non-deductible expenses and charges referred to in Article 39-4 of said Code, which amount to a total of at €45,403, along with the corresponding tax amounting to €11,728.

#### **FOURTH RESOLUTION** - *Allocation of the result of the financial year*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, approves the proposal of the Board of Directors and decides to allocate the loss for the fiscal year ended December 31, 2024, amounting to €22,997,021.12, as follows:

To "Retained earnings"	-1,947,646.35 euros
The balance in the "Other reserves"	
account which would thus amount to 83,950,625.23 euros	-21,049,374.77 euros

Following this appropriation, shareholders' equity stands at €158,945,182.22.

In accordance with the law, the General Meeting acknowledges that the dividends distributed for the past three fiscal years were as follows:

Period	Dividend per share*	Total dividend	Total number of shares	Number of paid shares
2021	0.85	4 104 731,60	4 829 096	4 679 888
2022	0.80	3 863 276,80	4 829 096	4 681 203
2023	0,70	3 380 367,20	4 829 096	4 681 002

(\*) Dividend eligible for 40% tax allowance.

**FIFTH RESOLUTION** - *Special report of the Statutory Auditors on regulated agreements and commitments and acknowledgment of the absence of new agreements*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after reviewing the special report of the Statutory Auditors stating the absence of new agreements of the type referred to in Articles L. 225-38 et seq. of the French Commercial Code, takes note of this information without reservation.

**SIXTH RESOLUTION** - *Total annual compensation of the members of the Board of Directors*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance, sets the total annual amount of compensation for the current financial year to be allocated to members of the Board of Directors, at €90,000.

This decision, applicable to the current year, will be maintained until a new decision is taken by the Annual General Meeting.

As the Board of Directors is composed in accordance with the first paragraph of Article L.225-18-1 of the French Commercial Code, the second paragraph of Article L.225-45 of the same Code is not applicable.

**SEVENTH RESOLUTION** - *Approval of the compensation policy of the members of the Board of Directors*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance, and pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy for the directors, as presented in the Company's 2024 annual financial report.

**EIGHTH RESOLUTION** - *Approval of the compensation elements paid or granted in 2024 to Vincent Bedouin, Chairman & CEO*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after having taken note of the report of the Board of Directors, and pursuant to Article

L. 22-10-34 II of the French Commercial Code, approves the set, variable, and exceptional items composing the total compensation and benefits of any kind paid or allocated for the financial year ending 31 December 2024 to Vincent Bedouin, as presented in the Company's 2024 annual financial report.

**NINTH RESOLUTION** - *Approval of the compensation policy for Vincent BEDOUIN, Chairman & CEO*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance, and pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the items of the compensation policy applying to Vincent Bedouin, as presented in the Company's 2024 annual financial report.

**TENTH RESOLUTION** - *Approval of the compensation elements paid or granted in 2024 to Nicolas Bedouin, Chief Executive Officer deputy ("Directeur general délégué")*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after having taken note of the report of the Board of Directors, and pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the set, variable, and exceptional items composing the total compensation and benefits of any kind paid or allocated for the financial year ending 31 December 2024 to Nicolas Bedouin, as presented in the 2024 annual financial report of the Company.

**ELEVENTH RESOLUTION** - *Approval of the compensation policy for Nicolas BEDOUIN, Chief Executive Officer deputy ("Directeur general délégué")*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance, and pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applying to Nicolas Bedouin, as presented in the Company's 2024 annual financial report.

**TWELFTH RESOLUTION** - *Approval of the compensation elements for the corporate officers, as referred to in Article L. 22-10-9 I of the French Commercial Code*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of said Code, as included in the report of the Board of Directors on corporate governance, as presented in the Company's 2024 annual financial report.

**THIRTEENTH RESOLUTION** - *Authorization granted to the Board of Directors to purchase Company's shares*

The General Meeting, voting under the conditions of quorum and majority of Ordinary General Meetings, after reviewing the Board of Directors' report, pursuant to provisions of Articles L. 22-10-62 and L. 225-209-2 of the French Commercial Code:

- Authorizes the Board of Directors, with powers to sub-delegate, to proceed with the purchase of the Company's shares on the stock market for the following purposes:
  - Ensure market-making under a liquidity contract compliant with practices permitted by the applicable regulations,

- Purchase shares for retention and subsequent allocation for trade or payment as part of an external growth operation, with the clarification that the shares acquired for this purpose cannot exceed 5% of the Company's capital, and that the Company cannot directly or indirectly hold more than 10% of its capital,
  - Ensure coverage of plans to allocate bonus shares or share purchase options, and more generally all shareholding plans for the Group's staff and corporate officers,
  - Ensure the coverage of securities entitling the holder to the allocation of Company shares under applicable regulations,
  - Enable cancellation of some or all of the repurchased shares, in accordance with the authorization granted by the Combined General Meeting of the Company's shareholders on May 17, 2024, in its twenty-third extraordinary resolution.
- Sets at eighteen (18) months from this General Meeting the period of validity of this authorisation, which may be used on one or more occasions, and notes that this authorisation invalidates, for its unused portion, any prior authorisation having the same purpose.

This buyback program is also intended to allow the Company to operate for any other purpose authorized or that may be authorized by law or applicable regulations, particularly to implement any market practice that may be accepted by the French Financial Markets Authority. In such a case, the Company will inform its shareholders through a press release.

The maximum number of shares that may be purchased is set at 482,909 (i.e. 10% of the share capital). The General Meeting decides that the maximum purchase price per share shall not exceed €60. In the event of a capital transaction, such as a stock split, consolidation, or free share allocation, the aforementioned amount will be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares composing the capital before the transaction and the number of shares after the transaction).

The maximum total amount of the transaction is therefore set at €28,974,540.

The shares will be purchased through trading on the market or through block share acquisitions in accordance with applicable laws and regulations. Block share acquisitions could account for the entire programme. Acquisitions and disposals can be made during a public offering within the limits permitted by stock market regulations.

The number of shares held under execution of this authorisation may not exceed 10% of the share capital, i.e., 482,909 shares, which will be adjusted, as necessary, to account for any capital increase or reduction that may occur during the duration of the program.

In its report to the Ordinary General Meeting, every year the Board of Directors shall shareholders with information relating to completed share purchases and disposals.

Full powers are granted to the Board of Directors to accomplish all the requisite formalities for this authorisation.

## **II-        WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING**

**FOURTEENTH RESOLUTION** - *Delegation of authority to be granted to the Board of Directors to issue ordinary shares in the Company and/or securities giving immediate or future access to share capital in the Company or entitlement to debt securities with preferential subscription rights for shareholders*

The General Meeting, voting under the conditions of quorum and majority of Extraordinary General Meetings, after reviewing the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 228-91 et seq. of the French Commercial Code:

1. Delegates to the Board of Directors its competence to decide, on one or more occasions, in the proportions and at the times it shall see fit, both in France and abroad, to issue, with retention of preferential subscription rights for shareholders, shares or any other securities giving immediate or future access to share capital in the Company (including through the allocation of bonus shares), or securities giving entitlement to debt securities, whether in euros or in any other currency or monetary unit whatsoever established with reference to several currencies, both in France and abroad, the said shares granting the same rights as the old shares, subject to their dividend date; it being specified that the Board of Directors may sub-delegate to the CEO or, in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all powers required to decide and perform the capital increase;
2. Decides to expressly exclude any issuance of preferential shares and securities giving access to preferential shares.
3. Decides that the nominal amount of capital increases that may be carried out immediately or in the future under this delegation may not exceed a total nominal amount of €19,920,000 (i.e., based on the current nominal value of the Company's shares of €6.64, a maximum of 3,000,000 shares), it being specified that this total nominal amount does not take account of adjustments that may be made in accordance with applicable legal and regulatory provisions and, where applicable, with contractual stipulations providing for other instances of adjustment, to preserve the rights of the holders of the securities or other rights giving access to share capital or to debt securities in the Company in accordance with applicable legal and regulatory provisions and with any contractual stipulations providing for other adjustments. This amount constitutes a global nominal ceiling, against which any capital increases that may be carried out under the fifteenth and sixteenth resolutions will be accounted.
4. Decides that the total nominal amount of bonds and other debt securities giving access to share capital, which may be issued under this delegation, shall be €60,000,000 maximum or the equivalent sum in the case of issuance in any other currency or in any monetary unit whatsoever established with reference to several currencies. This amount constitutes a global nominal ceiling, against which any issuances of bonds and other debt securities granting access to the capital that may be carried out under the fifteenth and sixteenth resolutions will be accounted.
5. Decides that subscription to these shares or securities giving access to share capital may be made either in cash, or by compensation against debts owed by the Company.
6. Decides that the shareholders may exercise, under the conditions provided for by the law, their preferential subscription rights on an irreducible basis. Furthermore, the Board of Directors shall have the ability to grant shareholders the right to subscribe, on a reducible basis, to a number of securities higher than that to which they may subscribe on an irreducible basis, in proportion to the subscription rights at their

disposal, and, in any event, up to the limit of their request. Where the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entirety of an issuance of shares or securities, the Board of Directors may use, in the order it shall see fit, the abilities offered by Article L. 225-134 of the French Code of Commerce, or some of them only, and notably the ability to offer the public all or part of unsubscribed securities.

7. Takes note that, where applicable, this delegation shall carry with it by operation of law, in favour of the holders of securities that may be issued giving access to share capital in the Company, abandonment by shareholders of their preferential subscription rights to the shares to which these securities give entitlement.
8. Grants all powers to the Board of Directors, with the ability to sub-delegate under the conditions provided for by legal and regulatory provisions, to implement this delegation, notably in order to:
  - Determine the dates, prices, and other details of issuances, as well as the form and characteristics of the securities to be created, to decide in addition, in the case of bonds or other debt securities giving access to share capital in the Company, whether or not they shall be subordinated (and, where applicable, the subordination ranking in accordance with the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (notably at a fixed or variable, or zero-coupon or indexed, rate of interest), their duration (fixed or indefinite), and the other details of their issuance (including whether or not guarantees or sureties are given for them) and amortisation; these securities may come with warrants giving entitlement to the allocation and acquisition of or subscription to bonds or other securities representing receivables, or take the form of complex bonds as understood by the stock market authorities.
  - Modify, during the lifespan of the securities in question, the procedures referred to above, in compliance with the applicable formalities.
  - Determine the number of shares and/or other securities to be issued, as well as their terms and conditions, and notably their issue price and, where applicable, the premium amount.
  - Determine the means of release of the shares and/or securities to be issued.
  - Determine the commencement date, with or without retroactive effect, of the securities to be issued and, where applicable, the conditions for their buy-back or exchange.
  - Suspend, where applicable, the exercising of rights attached to the securities to be issued for a maximum period of three (3) months, within the limits provided for by applicable legal and regulatory provisions.
  - Set the procedures used to ensure, where applicable, the rights of the holders of securities or holders of other rights giving access to share capital, in accordance with the applicable legal and regulatory provisions and, as the case may be, with the applicable contractual stipulations providing for other adjustments.
  - Where appropriate, decide to grant a guarantee or sureties for the securities to be issued, as well as for any debt securities to which these securities may

give entitlement of allocation, and to define the nature and characteristics thereof.

- Proceed, where appropriate, with any charge on the issue premiums, in particular fees incurred by the completion of the issuances, and deduct from this amount the sums required to raise the legal reserve to one-tenth of the new capital after each increase, and generally take any necessary measures and conclude any agreements to successfully complete the issuances envisaged.

- Undertake any formalities required for admission to trading on the Euronext Paris market of the rights, shares, or securities issued, record the capital increase or increases resulting from any issuance carried out using this delegation, amend the Articles of Association accordingly, and ensure financial servicing of the securities concerned and exercising of the rights related thereto.

- Generally take any necessary measures, conclude any agreements, request any authorisations, carry out any formalities and do whatever may be necessary to successfully complete or defer the issuances envisaged, and in particular record the capital increase or increases resulting from any issuance carried out using this delegation, and amend the Articles of Association accordingly.

9. Takes note that, in the event that the Board of Directors should use the delegation of competence granted to it under this resolution, the Board of Directors shall inform the next Ordinary General Meeting, in accordance with the applicable law and regulations, of the use made of the authorisations granted under this resolution.

The delegation granted to the Board of Directors, which renders any prior delegation with the same purpose ineffective for the future, is valid for a period of twenty-six (26) months from the date of this General Meeting.

**FIFTEENTH RESOLUTION** - *Delegation of authority to be granted to the Board of Directors to issue ordinary shares in the Company and/or securities giving immediate or future access to share capital in the Company or entitlement to debt securities, without preferential subscription rights for shareholders and by way of a public offering, other than those referred to in 1° of Article L.411-2 of the French Monetary and Financial Code*

The General Meeting, voting under the conditions of quorum and majority of Extraordinary General Meetings, after having taken note of the report from the Board of Directors and the special report of the Statutory Auditors, pursuant to Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 22-10-54, and L. 228- 92 of the French Commercial Code:

1. Delegates to the Board of Directors its competence to decide, on one or more occasions, in the proportions and at the times it shall see fit, both in France and abroad, to issue, through a public offering, excluding the offers referred to in 1° of Article L.411-2 of the Monetary and Financial Code, shares or any other securities giving immediate or future access to share capital in the Company (including through the allocation of bonus shares), or securities giving entitlement to debt securities, whether in euros or in any other currency or monetary unit whatsoever established with reference to several currencies, both in France and abroad, the said shares granting the same rights as the old shares, subject to their dividend date; it being specified that the Board of Directors may sub-delegate to the CEO or, in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all powers required to decide and perform the capital increase.



2. Decides to expressly exclude any issuance of preferential shares and securities giving access to preferential shares.
3. Decides that the nominal amount of capital increases that may be carried out immediately or in the future under this delegation may not exceed a total nominal amount of €19,920,000 (i.e., based on the current nominal value of the Company's shares of €6.64, a maximum of 3,000,000 shares), it being specified that this total nominal amount does not take account of adjustments that may be made in accordance with applicable legal and regulatory provisions and, where applicable, with contractual stipulations providing for other instances of adjustment, to preserve the rights of the holders of the securities or other rights giving access to share capital or to debt securities in the Company in accordance with applicable legal and regulatory provisions and with any contractual stipulations providing for other adjustments. This amount will be deducted from the global ceiling set forth in the fourteenth resolution.
4. Decides that the total nominal amount of bonds and other debt securities giving access to share capital, which may be issued under this delegation, shall be €60,000,000 maximum or the equivalent sum in the case of issuance in any other currency or in any monetary unit whatsoever established with reference to several currencies. This amount will be deducted from the global ceiling set forth in the fourteenth resolution.
5. Decides that subscription to these shares or securities giving access to share capital may be made either in cash, or by compensation against debts owed by the Company.
6. Decides to waive the preferential subscription rights of shareholders to the ordinary shares and securities subject to this resolution, and delegates to the Board of Directors the power to establish, if necessary, in accordance with the provisions of article L.22-10-51 of the French Commercial Code, an irreducible and/or reducible priority subscription right in favor of the shareholders for all or part of an issuance.
7. Decides, pursuant to article L. 22-10-52 of the French Commercial Code :
  - To delegate to the Board of Directors all powers to freely set the issue price of the equivalent capital securities that may be issued under this delegation of authority, and
  - That the issue price of the securities giving access to the capital and the number of shares to which the conversion, repayment, or transformation of each security giving access to the capital may give entitlement, will be such that the amount received immediately by the Company, possibly increased by that which may be received subsequently, shall, for each ordinary share issued as a result of the issue of these securities, be at least equal to the price freely set by the Board of Directors.
8. Decides that if the subscriptions have not absorbed the entirety of an issuance referred to in 1, the Board of Directors may use the following powers:
  - Limit the amount of the issuance to the amount of subscriptions, with the clarification that in the case of the issuance of ordinary shares or securities whose primary title is a share, the amount of subscriptions must reach at least  $\frac{3}{4}$  of the decided issuance for this limitation to be possible.
  - Distribute freely all or part of the unsubscribed securities.
9. Takes note that, where applicable, this delegation entails, by operation of law, the waiver by shareholders of their preferential subscription rights to the shares to which the securities that may be issued and giving access to the Company's capital grant rights.

10. Grants all powers to the Board of Directors, with the possibility of subdelegation in accordance with legal and regulatory provisions, to implement this delegation, notably in order to set the terms of the issuance(s), determine the issue price, and, if applicable, certify the completion of the resulting capital increases, proceed with the corresponding amendments to the bylaws, allocate, at its sole discretion, the costs of the capital increases against the related premiums, and deduct from this amount the necessary sums to bring the legal reserve to one-tenth of the new capital after each increase, and generally take all necessary actions in this matter.
11. Takes note that, in the event that the Board of Directors should use the delegation of competence granted to it under this resolution, the Board of Directors shall inform the next Ordinary General Meeting, in accordance with the applicable law and regulations, of the use made of the authorisations granted under this resolution.

The delegation granted to the Board of Directors is valid for a period of twenty-six (26) months from this General Meeting.

**SIXTEENTH RESOLUTION** - *Delegation of competence to be granted to the Board of Directors to issue ordinary shares in the Company and/or securities giving immediate or future access to share capital in the Company or entitlement to debt securities, without preferential subscription rights for shareholders, under a public offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code*

The General Meeting, voting under the conditions of quorum and majority of Extraordinary General Meetings, after having taken note of the report from the Board of Directors and the special report of the Statutory Auditors, pursuant to Articles L.225-129-2, L. 22-10-49, L. 22-10-52, and L. 228-92 of the French Commercial Code:

1. Delegates to the Board of Directors its competence to decide, on one or more occasions, in the proportions and at the times it shall see fit, both in France and abroad, to issue, through a public offering, through an offer referred to in 1° of Article L.411-2 of the Monetary and Financial Code, shares or any other securities giving immediate or future access to share capital in the Company (including through the allocation of bonus shares), or securities giving entitlement to debt securities, whether in euros or in any other currency or monetary unit whatsoever established with reference to several currencies, both in France and abroad, the said shares granting the same rights as the old shares, subject to their dividend date; it being specified that the Board of Directors may sub-delegate to the CEO or, in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all powers required to decide and perform the capital increase.
2. Decides to expressly exclude any issuance of preferential shares and securities giving access to preferential shares.
3. Decides that the nominal amount of capital increases that may be carried out immediately or in the future under this delegation may not exceed a total nominal amount of €19,920,000 (i.e., based on the current nominal value of the Company's shares of €6.64, a maximum of 3,000,000 shares), it being specified that this total nominal amount does not take account of adjustments that may be made in accordance with applicable legal and regulatory provisions and, where applicable, with contractual stipulations providing for other instances of adjustment, to preserve the rights of the holders of the securities or other rights giving access to share capital or to debt securities in the Company in accordance with applicable legal and regulatory provisions and with any contractual stipulations providing for other adjustments. This amount will be deducted from the global ceiling set forth in the fourteenth resolution.

4. Decides that the total nominal amount of bonds and other debt securities giving access to share capital, which may be issued under this delegation, shall be €60,000,000 maximum or the equivalent sum in the case of issuance in any other currency or in any monetary unit whatsoever established with reference to several currencies. This amount will be deducted from the global ceiling set forth in the fourteenth resolution.
5. Decides that subscription to these shares or securities giving access to share capital may be made either in cash, or by compensation against debts owed by the Company.
6. Decides to waive the shareholders' preferential subscription rights to the ordinary shares and securities giving access to the capital and/or debt securities covered by this resolution.
7. Decides, in accordance with Article L. 22-10-52 of the French Commercial Code:
  - Delegates to the Board of Directors all powers to freely set the issue price of the equivalent capital securities to be issued under this delegation of authority, and
  - That the issue price of the securities giving access to the capital and the number of shares to which the conversion, redemption, or transformation of each security giving access to the capital may entitle, will be such that the amount immediately received by the Company, plus any amount potentially received later by it, will be at least equal to the price freely set by the Board of Directors for each ordinary share issued as a result of the issuance of these securities.
8. Decides that if subscriptions do not absorb the entire issuance referred to in point 1, the Board of Directors may use the following options:
  - Decides to limit the amount of the issuance to the amount of subscriptions, it being specified that in the case of the issuance of ordinary shares or securities whose primary title is a share, the amount of subscriptions must reach at least  $\frac{3}{4}$  of the decided issuance for this limitation to be possible.
  - Decides to freely allocate all or part of the unsubscribed securities.
9. Takes note that, if applicable, this delegation entails, by operation of law, the renunciation by shareholders of their preferential subscription rights to the shares to which the securities giving access to the Company's capital entitle the holders.
10. Grants all powers to the Board of Directors, with the ability to subdelegate under the conditions provided by applicable legal and regulatory provisions, to implement this delegation, including the authority to: set the terms of one or more issuances, determine the issue price, if necessary, confirm the completion of capital increases resulting from it, proceed with the corresponding modification of the bylaws, charge, at its sole discretion, the costs of capital increases to the related premium amounts, and deduct from this amount the necessary sums to raise the legal reserve to one-tenth of the new capital after each increase, and more generally, take all necessary actions in this regard.
11. Takes note that, in the event that the Board of Directors should use the delegation of competence granted to it under this resolution, the Board of Directors shall inform the next Ordinary General Meeting, in accordance with the applicable law and regulations, of the use made of the authorisations granted under this resolution.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from this General Meeting.

**SEVENTEENTH RESOLUTION** - *Authorization to increase the amount of issues in case of oversubscriptions*

The General Meeting, having taken note of the report from the Board of Directors and the special report of the Statutory Auditors, decides that for each issuance of shares or securities giving access to the capital, decided under the fourteenth, fifteenth, and sixteenth resolutions, the number of securities to be issued may be increased under the conditions set forth in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and within the limits of the overall ceiling set in the fourteenth resolution as well as the ceiling mentioned in the delegation under which the initial issuance was decided, provided that the Board of Directors observes an oversubscription.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this General Meeting.

**EIGHTEENTH RESOLUTION** - *Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to capital for the benefit of members of a corporate savings plan, without preferential subscription rights, in accordance with Articles L. 3332-18 and seq. of the French Labor Code*

The General Meeting, voting under the conditions of quorum and majority of Extraordinary General Meetings, after having listened to a reading of the report of the Board of Directors and the special report of the Statutory Auditors :

1. Delegates to the Board of Directors, in accordance with Articles L.22-10-49, L. 225-129-6, L. 225-138-1, and L. 228-92 of the French Commercial Code, and Articles L. 3332-18 and following of the French Labor Code, subject to the implementation of one of the operations referred to the fourteenth, fifteenth, and sixteenth resolutions , its competence to proceed with the issuance of shares and/or securities giving access to new shares in the Company, with removal of the shareholders' preferential subscription rights in favour of employees and former employees who are members of the Company's Employee Savings Plan(s);
2. Decides that the maximum number of shares issued in the course of immediate or future capital increases that may be carried out under this delegation shall not exceed 5% of the share capital as of the issuance date. In addition to this amount, any additional ordinary shares may be issued to preserve, in accordance with the law and any applicable contractual provisions that foresee other adjustment cases, the rights of holders of securities granting access to the capital of the Company. This ceiling is independent of the global ceiling set forth in the fourteenth resolution.
3. Takes note that, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation shall carry with it by operation of law, in favour of the holders of securities giving access to new shares in the Company that may be issued under this delegation, express abandonment by shareholders of their preferential subscription rights to the new shares to which these securities may give entitlement.
4. Specifies that the issue price of new shares or securities giving access to share capital shall be determined under the conditions provided for in Article L. 3332-19 of the French Labor Code.
5. Decides that the Board of Directors shall have full powers, within the limits and under the conditions set out above, to determine all the conditions and procedures of the securities issued, as well as to modify them subsequent to their issuance.

6. Decides that this delegation, which invalidates in future any previous delegation having the same purpose is granted for a duration of twenty-six (26) months from the date of this General Meeting.

#### **NINETEENTH RESOLUTION - Powers for the completion of formalities**

The General Meeting gives full powers to the holder of copies or extracts of this report to fulfil all legal formalities.

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#### **Mode of participation to the General Meeting**

Any shareholder, regardless of the number of shares it holds, has the right to participate in this General Meeting through one of the following options:

- by participating personally,
- by voting by correspondence,
- by giving a proxy to the Chairman of the General Meeting,
- by giving a proxy to any other person (natural or legal) of its choice under the conditions prescribed in Articles L 225-106 and L. 22-10-39 of the French commercial code or even by giving a proxy without indicating a proxy.

For any proxy given by a shareholder without indication of an agent, the Chairman of the General Meeting will issue a vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors, and a vote against the adoption of all the other draft resolutions.

Shareholders may participate in the Shareholders' Meeting:

- Remotely, using the postal or proxy voting form, or
- Physically. In such a case, the shareholders shall request an admission card :
  - For registered shareholders: by sending their request to the Company at [lacroix@lacroix.group](mailto:lacroix@lacroix.group) or by giving evidence of their identity on the day of the General Meeting,
  - For bearer shareholders: by sending their request to their financial intermediary or by giving evidence of their identity on the day of the General Meeting and a certificate of participation issued by such financial intermediary.

In accordance with article R. 22-10-28 of the French commercial code, a shareholder having voted remotely, sent a proxy or requested for an admission card or a certificate of participation, may not be able to choose another way of attending the General Meeting.

To participate in the General Meeting:

- Registered shareholders must have their shares registered on the second (2<sup>nd</sup>) business day preceding the General Meeting, *i.e.* on May 14<sup>th</sup>, 2025 at 00:00 am, Paris time;
- Bearer shareholders must, give evidence of their identity and of their registration in the accounts held by their accredited financial intermediary, on the second (2<sup>nd</sup>) business day preceding the General Meeting, *i.e.* on May 14<sup>th</sup>, 2025 at 00:00 am, Paris time.

This registration of shares must be evidenced by a shareholding certificate (or an account registration certificate) issued by their accredited financial intermediary, which will thus provide proof of its status as a shareholder.

Only shareholders who can prove their status within the time limits and conditions stipulated with article R. 22-10-28 of the French commercial code may attend the General Meeting.

In accordance with article R. 22-10-28 of the French commercial code, any transfer of ownership of securities occurring during this period of two (2) business days will not be taken into account.

### **Voting procedures at the General Meeting**

Any shareholder wishing to vote by post or by proxy may request a postal or proxy voting form:

- by written request sent no later than six (6) days before the General Meeting to the Legal Department of the Company, 17 rue Océane - 44800 Saint-Herblain, or electronically to the address [lacroix@lacroix.group](mailto:lacroix@lacroix.group), for registered shareholders;
- by request sent no later than six (6) days before the General Meeting to related accredited financial intermediary for bearer shareholders.

In addition, no later than the twenty-first (21<sup>st</sup>) day before the General Meeting, the votes by proxy or post will be posted on the Company's website: [www.lacroix-group.com](http://www.lacroix-group.com), "Investors" part.

Votes by proxy or by post will be taken into account only if they are received at the registered office of the Company at least three (3) days before the date of the General Meeting.

Bearer shareholders must attach to the voting form a certificate of participation established by their accredited financial intermediary, evidencing the registration of the shares in this account.

Shareholders giving proxy to a person may notify it to the Company by sending the signed and scanned form electronically, accompanied by a photocopy of both sides of their identity card and, if applicable, their certificate of participation by e-mail to [lacroix@lacroix.group](mailto:lacroix@lacroix.group). Such proxy may be revoked under the same conditions.

### **Live and recorded webcast of the General Meeting**

In accordance with articles L.22-10-38-1 et R.22-10-29-1 of the French commercial code, the General Meeting will be broadcasted live on the Company's website at <https://fr.lacroix-group.com>. The recording of this broadcast will be made available on the Company's website no later than seven (7) business days following the date of the General Meeting, and for a period of two (2) years from the date it is posted online.

The personal data of the General Meeting attendees, including their images and voices, will be processed in accordance with the Company's privacy policy, available on its website at <https://fr.lacroix-group.com/vie-privee/>.

### **Written questions and requests for the registration of draft resolutions by shareholders**

Requests by any shareholders fulfilling the conditions provided for in Article R.225-71 of the French commercial code to include items or draft resolutions on the agenda must be sent within twenty (20) days from the publication of this notice by registered letter with acknowledgment of receipt to the Legal Department of the Company, 17 rue Océane - 44800 Saint-Herblain, or electronically to the address [lacroix@lacroix.group](mailto:lacroix@lacroix.group), and received by the

Company no later than twenty-five (25) days before the date of the General Meeting. This request must be accompanied by the text of those items or drafts, a brief explanation of them, and a certificate of registration in the accounts justifying the possession or representation by such shareholders of the minimum percentage of the share capital as requested by article R.225-71 of the French commercial code.

Examination of the items or draft resolutions is subject to the transmission by such shareholders of a new certificate justifying the registration of their securities in the same accounts on the second (2<sup>nd</sup>) business day preceding the General Meeting at 00:00 am, Paris time.

In accordance with article R.225-84 of the French Commercial Code, shareholders may send written questions no later than the fourth (4<sup>th</sup>) business day preceding the date of the General Meeting, by registered letter with acknowledgment of receipt to the Legal Department of the Company, 17 rue Océane - 44800 Saint-Herblain, or electronically to the following address: [lacroix@lacroix.group](mailto:lacroix@lacroix.group). Those questions must be accompanied by certificate of participation.

### **Pre-General Meeting information documents**

The documents that must be made available to shareholders regarding this General Meeting will be available at the registered office of the Company, 17 rue Océane - 44800 Saint-Herblain, under the conditions provided for by the applicable legal and regulatory provisions.

The documents intended to be presented to the General Meeting will be published on the Company's website at the following address: [www.lacroix-group.com](http://www.lacroix-group.com), "Investors" part, as from April 25, 2025.

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This meeting notice serves as convening notice provided that no modification is made to the agenda of the General Meeting following requests for the registration of draft resolutions by the shareholders.