



**AUBAY**  
**A French public limited company (*Société Anonyme*)**  
**SHARE CAPITAL: 6,634,398 EUROS**  
**REGISTERED IN NANTERRE (RCS No. 391 504 693)**  
**13, RUE LOUIS PASTEUR 92100 BOULOGNE BILLANCOURT**

**COMBINED GENERAL MEETING  
OF MAY, 16<sup>TH</sup> 2023**

**AGENDA OF THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING**

**Ordinary resolutions**

- Approval of the annual financial statements for the fiscal year ended 31 December 2022
- Discharge to directors
- Approval of the consolidated financial statements for the fiscal year 31 December 2022
- Approval of Regulated Agreements
- Appropriation of net income, setting the dividend
- Authorization to the Company to trade in its own shares
- Approval of information mentioned in Article L. 22-10-9 of the French Commercial Code
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. Christian AUBERT
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. Philippe RABASSE
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. Vincent GAUTHIER
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. David FUKS
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. Philippe CORNETTE
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. Christophe ANDRIEUX
- Approval of the fixed, variable or exceptional components of total compensation and benefits of any kind paid in or granted for the period ended 31 December 2022 to Mr. Paolo RICCARDI
- Approval of the compensation policy for the Chairman of the Board of Directors for fiscal year 2023.
- Approval of the compensation policy for the Chief Executive Officer for fiscal year 2023.
- Approval of the compensation policy for the Deputy Chief Executive Officers for fiscal year 2023.
- Approval of the compensation policy for Non-Executive Directors for fiscal year 2023.

**Extraordinary decisions**

- Authorization to the Board of Directors to reduce the Company's share capital by cancellation of shares



- Delegation of authority to the Board of Directors to increase the share capital with preferential subscription rights, within the aggregate upper limit, by issuing all securities giving present or future access to the Company's share capital
- Delegation of authority to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums
- Delegation of authority to the Board of Directors to increase the share capital through a public offer without preferential subscription rights, within an aggregate upper limit, by issuing securities giving access to the Company's share capital
- Delegation of authority to the Board of Directors to issue shares, within the limit of 10% of the share capital, and other securities in consideration for contributions in kind granted to the Company.
- Delegation of authority granted to the Board of Directors to issue, through an offer provided for by Article L. 411-2 II of the French Monetary and Financial Code (*Code Monétaire et Financier*), shares giving access to the Company's capital with cancellation of the preferential subscription right (Private placement)
- Delegation of authority to be given to the Board of Directors to increase the share capital for the benefit of employees
- Authorization to the Board of Directors to grant restricted stock units (*attribution d'actions gratuites*) to employees and corporate officers of the Company and companies affiliated therewith
- Authorization to implement stock option programmes
- Change in the wording of Article 12 of the Articles of Association relating to General Meetings
- Powers