



This English version has been prepared for the convenience of English-speaking readers. It is a translation of the original French Avis de convocation published on 21 May 2025 at the Bulletin des Annonces Légales Obligatoires (BALO) for the Company's General Meeting. It is intended for general information only and in case of discrepancies the French original shall prevail.

CANAL+ SA

Limited company (société anonyme) with a share capital of 247.989.873,50 euros
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**Notice of Meeting and Supplement to the Notice of Meeting Published
in the *Bulletin des Annonces Légales Obligatoires* n° 52 of 30 April
2025 (announcement 2501485)**

Shareholders are hereby informed that they are invited to a Combined General Meeting to be held on Friday, 6 June 2025, at 9:30 a.m. CET, at the Olympia, 28 boulevard des Capucines, 75009 Paris, for the purpose of deliberating on the agenda and the draft resolutions set out below.

This notice of meeting serves as a supplement to the notice of meeting (*avis de réunion*) published in the *Bulletin des Annonces Légales Obligatoires* (BALO) n° 52 of 30 April 2025 (announcement 2501485).

Indeed, French Act dated 30 April 2025, containing various provisions for the adaptation of economic, financial, environmental, energy, transport, health, and free movement of persons legislation to European Union law, having been published in the *Journal Officiel* on 2 May 2025, the Company will only be required to prepare and have its sustainability information certified starting from the fiscal year beginning on 1 January 2027.

As a result, resolutions 5 and 6, relating to the appointment of sustainability auditors, have been removed from the agenda. Resolutions 1 to 4 remain unchanged. Resolutions 7 and 8 become resolutions 5 and 6.

The agenda is supplemented by an additional resolution authorizing the Management Board to carry out share buybacks pursuant to article L. 225-209-2 of the French Commercial Code. This proposed resolution is numbered 7.

Resolution 9 becomes resolution 8.

Ordinary resolutions

1. Approval of the annual financial statements for financial year ended 31 December 2024;
2. Approval of the consolidated financial statements for the financial year ended 31 December 2024;
3. Allocation of the result for the financial year ended 31 December 2024 and dividend's distribution;
4. Approval of the special report of the statutory auditors on related-party agreements;

Extraordinaire resolutions

5. Authorization to the Management Board to award existing or newly issued free shares to employees and corporate officers of the Group, or some of them;
6. Authorization to the Management Board to reduce the Company's share capital by cancelling the shares acquired by the Company pursuant to the provisions of article L. 225-208 of the French Commercial Code;

Ordinary resolution

7. Authorization to the Management Board for the repurchase by the Company of its own shares in accordance with article L. 225-209-2 of the French Commercial Code;
8. Power to carry out formalities.

Supplement to the notice of meeting (avis de réunion) published in the Bulletin des Annonces Légales Obligatoires n°52 of 30 April 2025 (announcement 2501485)

The proposed resolutions have been amended due to the removal of resolutions 5 and 6 concerning the appointment of sustainability auditors. Resolutions 1 to 4 remain unchanged. Resolutions 7 and 8 become resolutions 5 and 6.

The agenda is supplemented with an additional resolution authorizing the Management Board to carry out share buybacks in accordance with article L. 225-209-2 of the French Commercial Code. This proposed resolution is numbered 7.

Resolution 9 becomes resolution 8.

Proposed resolutions

Extraordinary resolutions

Fifth resolution (Authorization to the Management Board to award existing or newly issued free shares to employees and corporate officers of the Group, or some of them)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, and having reviewed the Management Board's report and the statutory auditors' special report, acting in accordance with articles L. 225-197-1 et seq. of the French Commercial Code:

authorises the Management Board, with the option to subdelegate under the conditions provided by law, to proceed, on one or more occasions, with the allocation of free existing or newly issued shares (excluding preference shares), to the benefit of the beneficiaries or categories of beneficiaries it shall determine from among the employees of the Company or of companies or entities affiliated with it under the conditions set forth in article L. 225-197-2 of the French Commercial Code, and the corporate officers of the Company or of companies or entities affiliated with it who meet the conditions set forth in article L. 225-197-1, II of the French Commercial Code, under the terms defined below;

resolves that the free allocation of existing or newly issued shares under this authorization may not represent more than 2% of the share capital of the Company on the date of the decision to allocate them by the Management Board, it being specified that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, under this authorization shall count against the global limit set in paragraph 2 of the fifth resolution of the Ordinary and Extraordinary Shareholders' Meeting of the Company held on 9 December 2024 or, as applicable, against the global limit potentially set by any similar resolution that may replace said resolution during the validity period of this authorization, and in any event, the total number of shares allocated free of charge may not exceed the limits set by articles L. 225-197-1 et seq. of the French Commercial Code. These limits shall be increased, where applicable, by the number of shares to be issued as a result of adjustments required to preserve, in accordance with legal and regulatory provisions and, where applicable, the terms of the plans providing for other preservation mechanisms, the rights of the beneficiaries;

resolves that:

- the free allocation of shares to beneficiaries shall become final at the end of a vesting period, the duration of which shall be determined by the Management Board, it being specified that such duration may not be shorter than the minimum period required by the legal provisions applicable on the date of the allocation decision (which, as of today, is one year);
- the shares definitively acquired shall be subject, following the aforementioned vesting period, to a holding obligation, the duration of which shall not be shorter than the minimum period required by the legal provisions applicable on the date of the allocation decision; however, this holding obligation may be waived by the Management Board for shares that have been freely allocated with a vesting period of at least two years;
- the final acquisition of the freely allocated shares and the ability to dispose of them freely shall nevertheless occur prior to the expiration of the vesting period or, as the case may be, of the holding obligation, in the event of the beneficiary's disability corresponding to classification in the second or third category as defined in article L. 341-4 of the French Social Security Code, or in the case of an equivalent classification under foreign legislation;

resolves that the Management Board may decide to make the final allocation of freely allotted shares subject, or not, to the achievement of one or more performance conditions, as may be determined by the Management Board;

grants full powers to the Management Board, with the option to subdelegate under the conditions permitted by law, to implement this authorization and, in particular, to:

- determine whether the freely allocated shares shall consist of newly issued shares and/or existing shares, and, where applicable, modify its choice prior to the final allocation of the shares;
- determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the share allocations from among the employees and corporate officers of the Company or the aforementioned affiliated companies or entities, and the number of shares allocated to each of them;
- set the terms and, where applicable, the criteria for the allocation of the shares, including the minimum vesting period and the required holding period for each beneficiary, in accordance with the conditions set forth above, it being specified

that with respect to the shares freely allocated to corporate officers, the Supervisory Board must either (a) decide that the shares thus granted may not be transferred by the beneficiaries until they cease to hold office, or (b) determine the number of shares that must be held in registered form by the beneficiaries until the end of their term of office;

- provide for the temporary suspension of allocation rights;
- record the dates on which the allocations become final and the dates from which the shares may be freely transferred, in compliance with legal restrictions;
- register the freely allocated shares in a registered account in the name of the holder, indicating any applicable restrictions on availability and their duration, and waive such restrictions in any circumstance where allowed under applicable regulations;

resolves that the Management Board shall also have, with the option to subdelegate under the conditions permitted by law, all powers to deduct, where applicable, in the event of the issuance of new shares, from reserves, retained earnings or share premiums, the amounts necessary to fully pay up said shares, to record the completion of share capital increases carried out pursuant to this authorization, to amend the Company's articles of association accordingly, and more generally to carry out any acts and formalities necessary;

resolves that the Company may, where applicable, proceed with adjustments to the number of shares freely allocated as may be necessary to preserve the rights of the beneficiaries, in light of any transactions affecting the share capital or shareholders' equity of the Company, in particular in the event of a change in the nominal value of shares, allocation of free shares, issuance of new equity securities with preferential subscription rights, stock splits or reverse stock splits, distributions of reserves, share premiums or any other assets, amortization of the share capital, changes in profit allocation through the issuance of preference shares, or any other transaction affecting shareholders' equity or share capital and/or in the event of a change of control). It is specified that the shares allocated pursuant to such adjustments shall be deemed to have been allocated on the same date as the initially allocated shares;

notes that, in the event of the free allocation of newly issued shares, this authorization shall entail, upon final allocation of said shares, a share capital increase through the capitalization of reserves, retained earnings or share premiums, for the benefit of the beneficiaries of said shares, and a corresponding waiver by the shareholders of their preferential subscription rights to such shares in favor of said beneficiaries;

acknowledges that, in the event the Management Board makes use of this authorization, it shall report each year to the Ordinary Shareholders' Meeting on the transactions carried out pursuant to the provisions of articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions set forth in article L. 225-197-4 of the French Commercial Code;

resolves that this authorization is given to the Management Board for a period of twenty-six (26) months as from the date of this Shareholders' Meeting;

acknowledges that this authorization supersedes, as of today and up to the unused portion, where applicable, any prior authorization having the same purpose, namely any authorization to proceed with the free allocation of existing or newly issued shares to employees and corporate officers of the group, or certain among them.

Sixth resolution (Authorization to the Management Board to reduce the Company's share capital by cancelling the shares acquired by the Company pursuant to the provisions of article L. 225-208 of the French Commercial Code)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, and having reviewed the Management Board's report and the statutory auditors' special report, acting in accordance with articles L. 225-204, L. 225-205 and L. 225-214 of the French Commercial Code,

authorises the Management Board to carry out a share capital reduction on one or more occasions by cancelling shares, in accordance with article L. 225-214 of the French Commercial Code, of a maximum number of shares representing 10% of the Company's share capital at the date of this Shareholders' Meeting, acquired by the Company under the provisions of article L. 225-208 of the French Commercial Code,

grants full powers to the Management Board, with the option to sub-delegate powers under the conditions provided by law, to decide and implement a share capital reduction in accordance with this resolution and including:

- carry out the share capital reduction by cancelling the shares,
- set the final amount of the share capital reduction,
- set the terms and conditions of the share capital reduction and acknowledge its completion,
- in the event of the opposition of one or more creditors of the Company within the duration for opposition from creditors as provided by law, take any appropriate

measure, set up any security or execute any court decision ordering the lodging of guarantees or the reimbursement of debts,

- to charge any potential excess of the purchase price of the shares over their par value on any available reserve or premium account and, as the case may be, retained earnings account,
- to amend the articles of association accordingly,
- to carry out all acts, formalities, or declarations necessary to finalize the share capital reductions that could be made pursuant to this authorization, to amend the Company's articles of association accordingly and, in general, to do whatever is necessary or useful for the implementation of this authorization, including proceeding with any adjustment to the terms of any rights or securities giving access to the Company's share capital.

resolves that this authorization is granted to the Management Board for a period of thirty (30) months as from the date of this Shareholders' Meeting.

Ordinary resolution

Seventh resolution (Authorization granted to the Management Board to carry out share buybacks pursuant to article L. 225-209-2 of the French Commercial Code)

The Shareholders' Meeting, acting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the report of the Management Board, the report of the independent expert appointed pursuant to Articles R. 225-160-1 and following of the French Commercial Code, and the special report of the statutory auditors, in accordance with the provisions of Article L. 225-209-2 of the French Commercial Code:

authorises the Management Board to acquire shares of the Company under the conditions provided for in article L. 225-209-2 of the French Commercial Code;

decides that such share acquisitions may be made on or off the market, including, without limitation, through accelerated bookbuilding processes or block trades, on one or more occasions, and may not take place during a public offer period;

decides that the authorization may be used, and the shares thus acquired may be allocated:

- within one year of their buyback, to beneficiaries of a transaction referred to in article L. 225-208 of the French Commercial Code or within the framework of articles L. 3332-1 and following of the French Labor Code; or
- within two years of their buyback, as payment or exchange for assets acquired by the Company as part of an external growth operation, merger, demerger, or asset contribution;

notes that the maximum number of shares that may be acquired under this resolution may not at any time exceed 10% of the total number of shares making up the Company's share capital, it being specified that when such shares are acquired for use as payment or exchange in an external growth operation, merger, demerger, or asset contribution, the number of shares acquired may not exceed 5% of the total number of shares making up the Company's share capital;

acknowledges that if the shares bought back are not used for one of the aforementioned purposes within the specified timeframes, they will be automatically cancelled, it being understood that the Management Board will be authorised to use the repurchased shares for another of the purposes listed above (within the corresponding time limits);

decides to set the minimum purchase price per share (excluding fees and commissions) at 1.63 GBP (in accordance with the report prepared by the independent expert pursuant to article L. 225-209-2 of the French Commercial Code), or its euro equivalent on the date this authorization is used, and the maximum purchase price per share (excluding fees and commissions) at the lower of:

- 2.20 GBP, or its euro equivalent on the date this authorization is used, in accordance with the report prepared by the independent expert pursuant to article L. 225-209-2 of the French Commercial Code; and
- the higher of:
 - 105% of the average middle market quotations for an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share in the Company is purchased; and
 - the higher of the price of the last independent trade of an ordinary share in the Company and the highest current independent bid for an ordinary share in the Company on the trading venue where the purchase is carried out,

subject, in respect of both the minimum and maximum purchase prices, to adjustment, if necessary, to reflect corporate actions (notably in the event of capitalization of reserves and free share grants, stock splits or reverse splits) occurring during the validity of this authorization;

decides that the purchase price per share under this authorization will be set by the Management Board;

acknowledges that the price for the repurchased shares will be paid from any available reserve or premium account;

grants full powers to the Management Board, with the option of sub-delegation to the Chairman of the Management Board or, with their agreement, to one or more of its members, to implement this authorization, place all stock market orders, enter into all legally authorised agreements, carry out all formalities, delegations, and filings with the relevant stock market authorities and any other competent body, and generally do whatever is necessary.

This authorization is granted for a period of twelve (12) months from the date of this General Meeting. It is specified that if, during the validity of this authorization, the Company's shares are admitted to trading on a regulated market or a multilateral trading facility under French law, this authorization will automatically expire.

Eighth resolution (Power to carry out formalities)

The Shareholders' Meeting **confers** all powers to the bearer of an original, copy, or extract of the minutes of this Shareholders' Meeting to carry out all legal formalities.

I. How to take part in the General Meeting for non-CDI holders

1. Preliminary formalities to be carried out in order to participate in the General Meeting

Each shareholder, irrespective of the number of shares held, is entitled to participate or be represented at the General Meeting under the legal and regulatory conditions in force.

The right to participate in the General Meeting is subject to the registration of the shares in an account held in the name of the shareholder or in the name of a registered intermediary acting on their behalf, on the second business day preceding the General Meeting, i.e., by Wednesday, 4 June 2025 at midnight (Paris time):

- **For registered shareholders:** in the registered share accounts held by Canal+ SA (or its agent Uptevia);
- **For bearer shareholders:** in the bearer share accounts held by an authorised intermediary.

The recording or registration of shares in bearer share accounts maintained by authorised intermediaries is evidenced by means of a shareholding certificate delivered by such intermediaries or, when applicable, by electronic, attached to:

- the postal or proxy voting form (the "Single Voting Form"); or
- the request for an admission card,

established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to any shareholder who would like to attend the meeting in person and who has not received his or her admission card by the second business day preceding the General Meeting, i.e., Wednesday, 4 June 2025 at midnight (Paris time).

Methods of participation and voting rights in the General Meeting

Please note that in accordance with the provisions of paragraph III. of article R.22-10-28 of the French Commercial Code, when a shareholder has already sent a postal vote, a proxy or requested an admission card or certificate of participation, the shareholder may no longer choose another means of participating in the General Meeting.

If a shareholder is unable to attend the General Meeting in person, he may choose one of the following options:

- be represented by the intermediary registered on his or her behalf,
- vote by mail,
- give a proxy to another shareholder or to his or her spouse or partner with whom a civil solidarity pact has been concluded,
- give a proxy to the Company by giving a proxy to the Chairman of the General Meeting or without specifying a proxy pursuant to applicable laws and legislation. It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Management Board and against the adoption of all other draft resolutions.

2. Methods of participation in the General Shareholders' Meeting

2.1. If you wish to attend the General Meeting in person

2.1.1. Request an admission card by post

Shareholders wishing to attend the General Meeting in person may obtain an admission card by post as follows:

- for holders of registered shares: holders of registered shares must complete the Single Voting Form enclosed with the notice of meeting, which will be sent to them, specifying that they wish to attend the General Meeting and obtain an admission card, then return it dated and signed using the prepaid envelope enclosed with the notice of meeting;
- for holders of bearer shares: the bearer shareholder must request the authorised intermediary managing their securities account to send them an admission card.

Requests for admission cards by post must be received by Uptevia no later than three days before the General Meeting, in accordance with the above procedure.

Shareholders who have not received their admission card at least two business days before the General Meeting are invited to:

- for holders of registered shares, go directly to the designated counter on the day of the Meeting, bringing a valid form of identification;
- for holders of bearer shares, ask the authorised intermediary to provide them with a shareholding certificate, allowing them to prove their status as a shareholder on the second business day before the General Meeting.

2.1.2. Request an admission card online

Shareholders wishing to attend the meeting in person may also request an admission card online as follows:

For holders of registered shares:

- Pure registered shareholders should connect to the voting website via their Shareholder Area: <https://www.investors.uptevia.com/>
Holders of pure registered shares should connect to their Shareholder Area using their usual username and password. After connecting, follow the on-screen instructions to gain access to the VOTACCESS platform and request an admission card.
- Administered registered shareholders should connect to the voting website via the VoteAG website: <https://www.voteag.com/> :

Holders of administered registered shares should connect to the VoteAG website using the temporary login credentials provided on the Single Voting Form or in the electronic notice of meeting. Once on the home page of the website, they must follow the on-screen instructions to access the VOTACCESS platform and request an admission card. If a shareholder no longer has their login ID and/or password, they may contact Uptevia at 0800 00 75 35 (from France) or +33 1 49 37 82 36 (from abroad).

For bearer shareholders:

Shareholders should check with the authorised intermediary managing their securities account to determine whether it is connected to the VOTACCESS platform and, if so, whether access is subject to specific conditions of use. If the authorised intermediary is connected to VOTACCESS, the shareholder must log in to the intermediary's online portal using their usual access credentials. They should then follow the on-screen instructions to access the VOTACCESS website and request an admission card.

2.2. Voting by post or by proxy.

2.2.1 Voting by proxy or by mail (by post)

Shareholders not attending the General Meeting in person may choose one of the following three options:

- give proxy to the Chairman of the General Meeting;
- give proxy to any other individual or legal entity of their choice, in accordance with articles L. 22-10-39 and L. 225-106 I of the French Commercial Code)
- vote by mail.

Under the following conditions:

- Registered shareholders: holder of registered shares must complete the Single Voting Form enclosed with the notice of meeting, then return it dated and signed using the prepaid envelope enclosed with the notice of meeting;
- Bearer shareholders: holder of bearer shares must request the Single Voting Form from the intermediary managing their securities account, then return it dated and signed. Once completed by the shareholder, return it to the authorised intermediary, who will attach a shareholding certificate and send it to Uptevia.

To be taken into account, postal or proxy voting forms must be received by Uptevia – Service Assemblée Générales, mandated by Canal+ SA, no later than **Tuesday, 3 June 2025**.

Appointments and revocations of proxies sent by post must be received no later than **Tuesday, 3 June 2025.**

2.2.2 Voting or granting a proxy online

Shareholders also have the option to vote by mail or by proxy online prior to the General Shareholders' Meeting, through the VOTACCESS platform, under the conditions described below:

- Pure registered shareholders: they may access the voting website via their Shareholder Area at the following address: <https://www.investors.uptevia.com/>:
The holders of pure registered shares must log in to their Shareholder Area using their usual access credentials. After logging in, they must follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.
- Administered registered shareholders: they may access the voting website via the VoteAG website at the following address: <https://www.voteag.com/>:
The holders of administered registered shares must log in to VoteAG using the temporary login credentials provided on the Single Voting Form or in the electronic notice of meeting. After logging in, they must follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.
If the shareholder no longer has their login ID and/or password, they may contact Uptevia at 0800 00 75 35 (from France) or +33 1 49 37 82 36 (from abroad).
- Bearer shareholders: shareholders should check with their authorised intermediary managing their securities account to determine whether it is connected to the secure VOTACCESS platform and, if so, whether access is subject to specific conditions of use.

If the shareholder's authorised intermediary is connected to the secure VOTACCESS platform, the shareholder must log in to the intermediary's online portal using their usual access credentials. They should then click on the icon displayed next to their shares and follow the on-screen instructions to access the VOTACCESS platform and vote, appoint, or revoke a proxy.

If the shareholder's authorised intermediary is not connected to the VOTACCESS platform, it should be noted that the notification of the appointment or revocation of a proxy may still be carried out electronically, under the following conditions:

- the bearer shareholder must send an email to ct-mandataires-assemblees@uptevia.com. This email must include a scanned copy of the Single Voting Form, duly completed and signed;



- the bearer shareholder must also attach the shareholding certificate issued by their authorised intermediary.

The above email address should only be used for granting or revoking proxies. Requests or notifications made to this address for another purpose will not be taken into consideration and/or processed.

For appointments and revocations of proxies made online to be validly taken into account, confirmations must be received no later than **Thursday, 5 June 2025, at 3:00 p.m. (Paris time)**.

The VOTACCESS platform will be open from **Wednesday 19 May 2025, at 12:00 p.m.. (Paris time)**.

The opportunity to vote online before the General Meeting will end on **Thursday, 5 June 2025, at 3:00 p.m. (Paris time)**.

To avoid potential overloading of the VOTACCESS service, shareholders are strongly advised not to wait until the day before the General Meeting to cast their vote.

For any proxy granted by a shareholder without specifying a representative, the Chairman of the General Meeting will vote in favor of the draft resolutions presented or approved by the Management Board or the Supervisory Board and against the adoption of all other draft resolutions.

Shareholders who have submitted a request for an admission card, granted a proxy, or sent a postal voting form will no longer be able to change their method of participation in the General Meeting.

3. Written questions

In accordance with articles L. 225-108 and R. 225-84 of the French Commercial Code, every shareholder has the right to submit written questions to the Chairman of the Management Board from the date on which the necessary documents are made available to shareholders to enable them to make an informed decision on the management and running of the Company's business, by registered letter with acknowledgment of receipt, addressed to the Company's registered office for the attention of the Chairman of the Management Board or by electronic telecommunication to the following address: ag@canal-plus.com no later than the fourth business day before the General Meeting (i.e., by **Monday, 2 June 2025**).

In accordance with article R. 225-84 of the French Commercial Code, these questions must be accompanied by a shareholding certificate, either from the registered share accounts maintained by the Company or from the bearer share accounts held by an intermediary mentioned in article L. 211-3 of the French Monetary and Financial Code.

In accordance with applicable laws and regulations, a single response may be provided to questions that are similar in nature or relate to the same subject. A written question will be deemed answered if the response is posted on the Company's website in a dedicated questions and answers section.

4. Transfer by shareholders of their shares prior to the General Shareholders' Meeting

Any shareholder who has already returned his or her single proxy or postal voting form may transfer all or some of his or her shares up to the date of the Meeting.

However, if the transfer takes place before midnight (Paris time) on the second business day preceding the date of the General Meeting, the authorised financial intermediary holding the account will notify the financial institution designated above of the transfer and provide the information needed to cancel the vote or modify the number of shares and votes corresponding to the vote.

No transfer of shares made after midnight (Paris time) on the second business day preceding the date of the General Meeting, by whatever means, will be notified or considered, notwithstanding any agreement to the contrary.

II. How to take part in the General Meeting for CDI Holders

1. Methods of participation in the General Shareholders' Meeting

1.1. EUI and CREST International service for proxy voting (provided by Broadridge)

A CREST Depository Interest ("**CDI**") holder ("**CDI Holder**") cannot give voting instructions directly to the Company. The CDI Holder must instead give its voting instructions directly to its broker or nominee account holder in CREST ("**CREST Account Holder**"). Its CREST Account Holder will in turn cast its votes via the Euroclear UK & International Limited ("**EUI**") and CREST International service for proxy voting (which is provided by Broadridge Financial Solutions Limited ("**Broadridge**"). Further details in relation to the Broadridge voting service can be accessed on the EUI "My Euroclear" website (<https://my.euroclear.com>) and further details on instructions for voting can be found under "All you need to know about SRD II in Euroclear UK & International – Euroclear", in addition to the information below. **It is important to note that the Company may**

treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the UK Uncertificated Securities Regulations 2001.

1.1.1. Sending voting instructions to your CREST Account Holder

The CDI Holder should consult with its CREST Account Holder at the earliest opportunity for further information on the processes and timelines for submitting its votes for the General Meeting. In particular, the CDI Holder will need to contact its CREST Account Holder for details of: (i) the means of communication which can be used to send its voting instructions to them; and (ii) the latest deadline (date and time) to lodge its voting instructions with them.

It is also important to note that the voting deadline of the CREST International service for proxy voting provided by Broadridge is expected to be at least two business days prior to the Company's proxy appointment deadline. However the CDI Holder should confirm the precise Broadridge voting deadline with its CREST Account Holder (in addition to checking what its CREST Account Holder's own deadline is for receiving voting instructions). Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

1.1.2. Broadridge Global Proxy Voting service for CREST Account Holders and brokers holding CDI interests for clients in CREST

EUI, the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via Broadridge, a third-party service provider. Your CREST Account Holders and brokers holding CDI interests for clients in CREST will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service, in order to receive meeting announcements and send back voting instructions.

For client setup, they will need to complete the Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: UK-membership@euroclear.com. Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact the applicant and share further detailed information on the service offering and initiate the process for granting the applicant access to the Broadridge platform.

The above described process is to be completed only for the set-up. Once CREST Account Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received by the Broadridge voting deadline date. Alternatively, Broadridge may provide a facility for CREST Account Holders to send a third-party proxy voting instruction through the Broadridge platform to appoint a third-party (who may be a corporate representative or the CDI Holder themselves) to attend and vote

at the General Meeting for the number of ordinary shares specified in the proxy instruction (subject to the Broadridge voting deadline).

CREST Account Holders or brokers holding CDI interests for clients in CREST are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail themselves of this voting service.

1.2. If you wish to attend the General Meeting in person

A CDI Holder cannot give voting instructions directly to the Company, and must give its voting instructions directly to its CREST Account Holder only. If, however, the CDI Holder wishes to attend the General Meeting and cast its votes in person, then the CDI Holder needs to liaise with its banker or broker ahead of the General Meeting to request that an admission card be issued to the CDI Holder.

If the CDI Holder has not received an admission card before the General Meeting, please the CDI Holder needs to present on the day of the General Meeting at the counter specifically set up for this purpose, with an identification document and the certificate of participation issued by the banker or broker who holds the CREST Account where the CDIs are held.

2. Written questions

If the CDI Holder wishes to submit written questions to the Chairman of the Management Board to enable him to make an informed decision on the management and running of the Company's business, then the CDI Holder should contact its CREST Account Holder to check the requirements, process, and deadlines for making such submissions as a CDI Holder.

3. Transfer by CDI Holders of their CDIs prior to the General Shareholders' Meeting

Limitations on the exercise of voting or attendance rights may apply in respect of CDI trades which are expected to settle after the Broadridge voting deadline but before the Company's record date. The CDI Holder should therefore consult with its CREST Account Holder at the earliest opportunity for further information on the requirements, processes and timelines for submitting its votes (and on its eligibility to submit such votes) for the General Meeting.

III. Information and documents made available to shareholders and CDI Holders



The documents and information will be published on the Company's website on the General Meeting page within the legal deadlines.

The documents that must be made available to shareholders in connection with the General Meeting will, in accordance with the legal and regulatory provisions in force, be made available at the Company's registered office.