

RAMSAY GÉNÉRALE DE SANTÉ S.A.

COMBINED GENERAL SHAREHOLDERS' MEETING

8 DECEMBER 2022 AT 10 A.M.

Chateauform' City Monceau Rio
4 Place Rio de Janeiro - 75008 Paris
Tel: 01 77 48 30 75



Ramsay
Santé



SUMMARY

■ HOW TO GET TO THE GENERAL MEETING.....	03
■ AGENDA.....	04
■ SUMMARY OF THE COMPANY’S ACTIVITY DURING THE FINANCIAL YEAR ENDED JUNE 30, 2022.....	06
■ REPORT OF THE BOARD OF DIRECTORS AND TEXT OF THE DRAFT RESOLUTIONS SUBMITTED TO THE GENERAL MEETING.....	12
■ HOW TO PARTICIPATE IN THE GENERAL MEETING.....	47
■ SAMPLE POSTAL AND PROXY VOTING FORM	50
■ DESIGNATION OF THE HOLDER OF REGISTERED SECURITIES ACCOUNTS	51
■ REQUEST FOR DOCUMENTATION AND INFORMATION.....	53

The Company filed the 2022 Universal Registration Document including the annual financial report as of June 30, 2022 with the French Financial Markets Authority on October 28, 2022 (D.22-0786) and an amendment on November 10, 2022 (D.22-0786-A01).

This document can be consulted and downloaded from the websites of the French Financial Markets Authority (<https://www.amf-france.org/fr>) and the Company (<https://www.ramsaysante.fr/>).

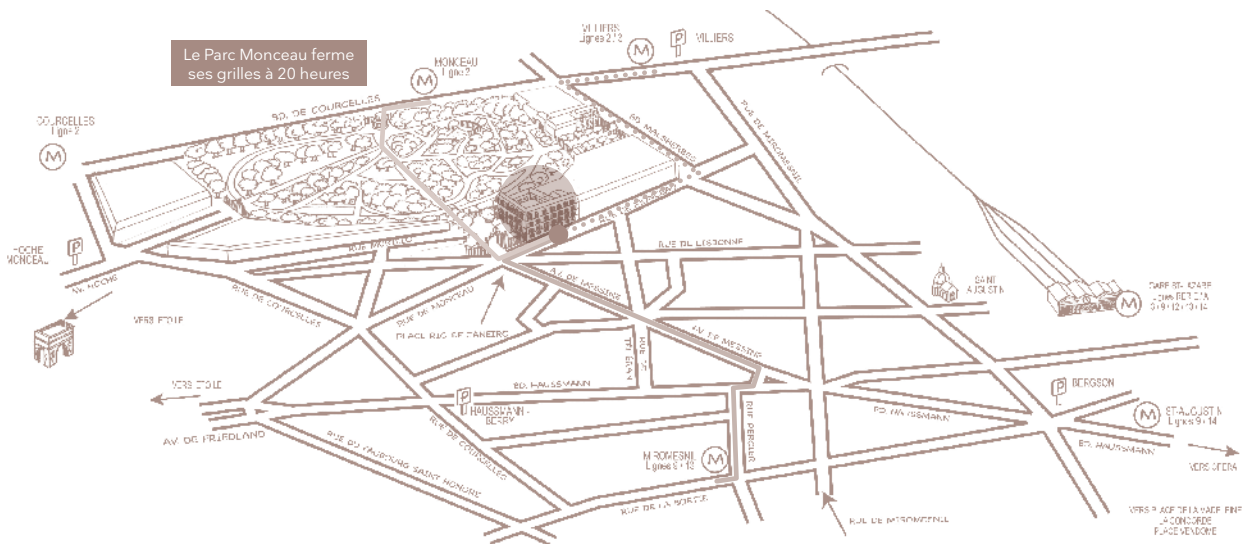
It contains in particular information on the Company, the parent company and consolidated financial statements as well as all the reports of the Statutory Auditors relating to these financial statements.

HOW TO GET TO THE GENERAL MEETING

The 2022 General Meeting will be held at Châteaufurm' City Monceau Rio:

4 place de Rio de Janeiro - 75008 Paris

- The auditorium is on the upper level, access by elevator in the courtyard of the building.
- Shareholders will be welcomed from 9 a.m.



You come by Metro and RER

- Arrêt Monceau (ligne 2)
- Arrêt Villiers (ligne 2 / 3)
- Arrêt Miromesnil (ligne 9 / 13)
- Arrêt Gare Saint Lazare (RER E, RER A, lignes 3 / 9 / 12 / 13 / 14)
- Arrêt Saint Augustin (Ligne 9 / 14)

You come by car

- Parking Saemes Haussmann Berri
155 Boulevard Haussmann, 75008 Paris
- Parking Indigo Villiers
14 Avenue de Villiers, 75017 Paris
- Parking Indigo Hoche
18 avenue Hoche, 75008 Paris
- Parking Indigo Bergson
15 rue de Laborde, 75008 Paris

AGENDA

Ordinary business

1. Approval of the statutory financial statements for the financial period ended 30 June 2022.
2. Approval of the consolidated financial statements for the financial period ended 30 June 2022.
3. Allocation of the result for the financial period ended 30 June 2022.
4. Approval of the legal auditors' report on the regulated agreements referred to in articles L. 225-38 et seq. of the Commercial Code.
5. Advisory vote on the elements of compensation paid during the financial year ending 30 June 2022 or granted in respect of the same financial year to Mr. Craig McNally, Chairman of the Board, pursuant to Article L. 22-10-34 II of the Commercial Code.
6. Advisory vote on the elements of compensation paid during the financial year ending 30 June 2022 or granted in respect of the same financial year to Mr. Pascal Roché, Chief Executive Officer, pursuant to Article L. 22-10-34 II of the Commercial Code.
7. Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the Commercial Code.
8. Approval of the directors' compensation policy, pursuant to Article L. 22-10-8 of the Commercial Code.
9. Approval of the Chairman of the Board's compensation policy, pursuant to Article L. 22-10-8 of the Commercial Code.
10. Approval of the Chief Executive Officer's compensation policy, pursuant to Article L. 22-10-8 of the Commercial Code.
11. Ratification of the appointment by co-option of Mr. Matthieu Lance to replace a resigning director.
12. Authorization granted to the Board of Directors to enable the Company to perform operations in its own shares.

Extraordinary business

13. Amendment of Article 2 and addition of an Article 19 of the Company's Articles of Association to adopt the status of "*Entreprise à mission*".
14. Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital and/or securities giving entitlement to the allocation of debt securities, with the shareholders' preferential subscription right maintained.
15. Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the share capital and/or the issue of securities giving entitlement to the allocation of debt securities, with cancellation of the shareholders' preferential subscription rights – in the context of public offers other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code.
16. Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital and/or the issue of securities giving entitlement to the allocation of debt securities, with cancellation of the shareholders' preferential subscription right - in the context of the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code.



17. Delegation of authority granted to the Board of Directors to increase the number of shares and/or securities giving or that may give access to the share capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights.
18. Authorisation granted to the Board of Directors, in the event of an issue of shares and/or securities giving or that may give access to the share capital without preferential subscription rights, to set the issue price in accordance with the terms and conditions set by the General Meeting, up to a limit of 10% of the share capital per 12-month period.
19. Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital as remuneration for contributions in kind relating to shares and/or securities giving or that may give access to the share capital.
20. Delegation of authority granted to the Board of Directors to decide on a capital increase by incorporation of reserves, profits, share premiums or any other amount that may be capitalised.
21. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or that may give access to the capital, with cancellation of the shareholders' preferential subscription rights, to the benefit of doctors and other practitioners carrying out their medical and/or paramedical activities within the establishments owned by the Company and/or its subsidiaries.
22. Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital, with cancellation of the shareholders' preferential subscription right and reserved for members of savings plans.
23. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving access to the capital, with cancellation of the shareholders' preferential subscription rights and reserved for a category of beneficiaries.
24. Authorisation for the Board of Directors to make free allocations of existing shares or shares to be issued, to the benefit of eligible employees and/or corporate officers of the Company and/or its affiliates.
25. Authorisation for the Board of Directors to reduce the Company's capital by cancelling treasury shares.
26. Powers to carry out legal formalities.

SUMMARY OF THE COMPANY'S ACTIVITY

during the financial year ended June 30, 2022

This presentation briefly describes the situation of the Company during and at the end of the financial year ended June 30, 2022. It has been prepared in accordance with the provisions of 3° of Article R. 225-81 of the French Commercial Code.

Synthesis

The financial year ended June 30, 2022 was marked by the continuation of the health crisis linked to the global COVID 19 pandemic in all the countries where the Group operates. The Ramsay Health Group continued to play a vital role in Europe by caring for COVID patients and vaccinating our fellow citizens, as well as ensuring the return to access to other care that had been disrupted during the waves of the spread of COVID.

- More than 10,000 COVID patients were treated in France during the 2021-2022 financial year, including 4,500 in critical care.
- In Sweden, the Sankt Görän Hospital and the geriatric hospitals operated by the Group in Stockholm have played a key role in the management of the epidemic with more than 100 beds dedicated to COVID patients. Sankt Görän, in conjunction with Stockholm Geriatric Hospitals, treated almost 20% of all hospitalized COVID patients in the Stockholm region throughout the pandemic.
- The Group has made a significant contribution to the screening and vaccination effort in Sweden and to screening in Norway.

The financial results remain solid, with growth of 6.9% and a slight decrease in EBITDA margin (15.3% in 2022 vs 16.0% in 2021). These results are the result of sustained organic growth and also of acquisitions in Sweden, Norway and Denmark. This demonstrates the relevance of our strategy aimed at consolidating our position as a global European health operator, orchestrating coordinated care pathways, a guarantee of quality and accessibility for all.

The Group's consolidated revenue for the financial year ended at the end of June 2022 amounted to 4,301.0 million, up 6,9% compared to the previous financial year.

EBITDA amounted to 658.4 million euros for the financial year ended at the end of June 2022 compared to 643.8 million euros for the 2021 financial year.

Current operating income stood at €281.1 million for the financial year ended at the end of June 2022, i.e. a current operating margin of 6.5%.

The group share of net profit is €118.4 million for the financial year ended at the end of June 2022, compared to €65.0 million for financial year 2021.

At the end of June 2022, the Ramsay Santé group had a real estate portfolio with a net carrying amount of EUR 2,499 million, of which 17% corresponded to real estate sites owned outright, 6% to sites held under real estate leases, and the balance consisting of the net carrying amount of constructions carried out on sites where the Group is a simple tenant.

Net financial debt as of June 30, 2022 amounted to €3,709.9 million compared to €3,230.5 million as of June 30, 2021.

In € million	From 1 July to 30 June 2022	From 1 July 2020 to 30 June 2021	Variation
Turnover	4,301.0	4,022.6	+6.9%
EBITDA	658.4	643.8	+2.3%
<i>As % of turnover</i>	<i>+15.3%</i>	<i>+16.0%</i>	<i>-0.8 point</i>
Underlying Operating Profit	281.1	272.0	+3.3%
<i>As % of turnover</i>	<i>+6.5%</i>	<i>+6.8%</i>	<i>-0.3 point</i>
Operating Profit	291.3	250.6	+16.2%
<i>As % of turnover</i>	<i>+6.8%</i>	<i>+6.2%</i>	<i>+0.4 point</i>
Group share of Net Profit	118.4	65.0	
Earnings per share (in €)	1.07	0.59	

Important events of the year

The financial year ending June 30th 2022 was impacted by the ongoing health crisis due to the COVID pandemic in all countries where the Group operates.

France

In France, private hospitals have maintained their action plans to combat the COVID epidemic and their level of investment in conjunction with and in support of public hospitals, in accordance with the national health plan. Ramsay Santé upheld its commitment to treating COVID patients with more than 10,000 COVID patients treated in France, including 4,500 in critical care. Like other hospital operators, Ramsay Santé has continued to be supported by measures implemented by the government. The main measures during the period concern:

- The revenue guarantee
- Grants compensating for additional costs related to COVID

The revenue guarantee covered the entire financial year for Medicine, Surgery and Obstetrics (MSO) and Follow-up Care and Rehabilitation (FCR). It was only in place for the first half of the year (July-December 2021) for Mental Health activities, given the reform of the financing of Mental Health activities (MH) towards an allocation model in force since January 1st 2022.

The amount of the funding guarantee recognised by the Group for the year ending June 30th 2022 amounts to €99 million (€103 million for the previous year) and is reported in the income statement under "Other operating income".

In addition to the revenue guarantee, the government also adjusted the levels of grants usually paid to health care institutions in order to compensate for the additional costs related to the COVID crisis that would not otherwise be covered. These subsidies are reported in the income statement under "Other operating income" for €89.8 million (€72.3 million for the previous financial year). Given the time lag between when costs are incurred by facilities and notification by the Regional Health Authorities of the corresponding subsidies, a significant portion of the subsidies reported during the period corresponds to financing for additional costs incurred during the previous financial year, a situation similar to that of the same period last year. Of the total amount of funding recognised in the period, €27.5 million (€14.5 million in the previous year) corresponds to amounts received for the funding of additional costs incurred in the previous year.

Outside France

The Group's facilities in Scandinavia played an active role in the care of COVID patients as well as in screening and vaccinating the population, backing up public institutions and in close collaboration with the supervisory authorities. Nevertheless, activity was impacted by the health crisis during the period, in particular for inpatient care in Sweden but also in Denmark and Norway where the authorities suspended admissions at the height of the spread of the virus from December 2021 to February 2022. Despite these periods of disruption, the overall activity level and profits were strong as activity was boosted during the periods when normal activity resumed.

In Sweden, Sankt Görän Hospital and the Group-operated geriatric hospitals in Stockholm played a key role in managing the outbreak with over 100 beds dedicated to COVID patients. Sankt Görän, together with the Stockholm geriatric hospitals, treated almost 20% of all COVID patients in the Stockholm area throughout the pandemic. The Group contributed significantly to the screening and vaccination effort in Sweden and to screening in Norway.

Whilst no support measures were implemented in Norway and Denmark, our facilities in Sweden received grants to cover additional operating costs. In total, the amount of aid received by our institutions in Sweden was €32.2 million in the period, compared to €61.5 million in the previous period.

Scope of consolidation

Ramsay Santé finalised the acquisition of 10 entities in Scandinavia during the year. These acquisitions are complementary to the current business and expand the scope of the Group's services as well as its geographic footprint. In total, these acquisitions represented a net investment of €288.6 million.

Furthermore, Ramsay Santé completed the acquisition of GHP Specialty Care AB ("GHP") in May 2022, for an enterprise value of €238 million. In the 12 months ending December 2021, GHP's turnover amounted to €137 million. GHP employs 765 FTEs. This acquisition contributed €29 million in turnover and €1.9 million in EBITDA to Ramsay Santé's accounts in the year ended 30 June 2022.

New standards, amendments and interpretations in force within the European Union that are mandatory or may be applied early for financial years beginning on or after 1 July 2021

In preparing its consolidated financial statements for the year ended 30 June 2022, the Ramsay Santé Group has applied the same accounting standards, interpretations and policies as in its financial statements for the year ended 30 June 2021, as well as the new standards, amendments and interpretations adopted by the European Union, applicable as of 1 July 2021. Ramsay Santé has not identified any significant impact of the application of these texts on the Group's consolidated financial statements.

Activity and turnover

The following table shows the Group's consolidated revenue as published and at constant scope and exchange rates for the years ended June 30, 2021 and June 30, 2022.

In millions of euros	From 07/01/2021 to 06/30/2022	From 07/01/2020 to 06/30/2021	Change 2021/2022
Reported revenue	4,301.0	4,022.6	6.9 %
Revenue at constant scope and exchange rates	4,215.1	3,977.4	6.0 %
Changes in scope	85.9	45.2	

Changes in the scope of consolidation are mainly due to acquisitions and other miscellaneous disposals made during the year.

Evolution of the activity during the year:

In the financial year ending June 30th 2022, Ramsay Santé Group reported a consolidated turnover of €4,301.0 million, compared with €4,022.6 million for the period from July 1st 2020 to June 30th 2021, an increase of 6.9%. Please note that the financing guarantee scheme in the Group's accounts has no impact on reported turnover as it is reported in the income statement under « Other operating income ».

On a like-for-like basis and at constant exchange rates, the Group's turnover increased by 6.0% with one additional working day.

Changes in the scope of consolidation are due to divestment of the German business and two clinics in France in the previous financial year, combined with acquisitions in the Nordic region over the last 12 months.

For the financial year ending June 30th 2022, the overall activity of Ramsay Santé's French entities continued to be impacted by the consequences of the COVID pandemic. The main effects were related to the cancellation of certain scheduled medical and surgical activities during the peaks of the pandemic but also from limiting the number of patients per room. In total, the number of patient admissions increased by 3.2% compared with last year. This increase is mainly related to comparatively lower volumes in 2020- 2021, as the negative impact of the COVID pandemic on patients' willingness to access care recedes in our follow-up care, rehabilitation and mental health activities.

The variation by business line breaks down as follows:

- +0.3% in medicine, surgery and obstetrics
- +23.8% in follow-up care and rehabilitation
- +11,4% in mental health

As part of its public service missions, the Group recorded a 16.2% increase in the number of emergency room visits during the past year, with approximately 755,000 visits to our facilities in France.

Organic turnover growth in Nordic countries for the year ending June 30th 2022 was +7.4% compared with last year. Organic turnover growth was boosted by both investments and new contracts, additional services related to COVID screening and vaccination, and continued positive turnover growth in the underlying business. Scandinavian business also benefited from the latest acquisitions, which contributed €66 million of additional turnover during the financial year, net of the impact of disposals (German business sold at the end of 2020).

Results

EBITDA reached €658.4 million for the financial year ending June 30th 2022, up 2.3% on a reported basis. The Group's EBITDA at 30 June 2022 includes 99.1 million related to the revenue guarantee system described in the paragraph « Significant events of the financial year » above, as well as cost compensations for COVID surcharges for France and Sweden. EBITDA was also positively impacted by the organic growth of the business, particularly in the Nordic region.

The EBITDA margin as a percentage of turnover was 15.3%, compared with 16.0% for the same period last year on a reported basis.

Underlying operating profit amounted to €281.1 million between July 1st 2021 and June 30th 2022 (or 6.5% of turnover), up 3.3% on the previous year.

Other non-current income and expenses represent a net income of €10.2 million for the period ending June 30th 2022, consisting mainly of gains on the disposal of vacant real estate assets, divestments of tangible and intangible assets, and release of provisions related to the disposal of Capiro's business in Germany. From July 1st 2020 to June 30th 2021, other non-current income and expenses represented a net expense of €21.4 million.

The cost of net financial debt amounted to €123.5 million for the year ending June 30th 2022, compared with €123.2 million the previous year. This includes interest on Senior debt and, in accordance with IFRS 16, the Group recorded a financial interest expense of €72.3 million related to lease debt (€71.1 million the previous year).

The Group's share of net income for the period from July 1st 2021 to June 30th 2022 amounted to €118.4 million, or 2.8% of turnover, compared with €65.0 million for the period from July 1st 2020 to June 30th 2021.

Indebtedness

Net financial debt as of June 30, 2022 amounted to €3,709.9 million compared to €3,230.5 million as of June 30, 2021. Net debt includes €1,763.6 million in non-current borrowings and €35.4 million in current borrowings, offset by €132.5 million in cash and cash equivalents.

During the first half of this fiscal year, Ramsay Santé carried out a Euro Private Placement bond issue for a total financing amount of €100 million on two tranches maturing in 2027 and 2028.

During the second half of this fiscal year, Ramsay Santé has drawn €100 million from its revolving credit facility which was then fully repaid before 30 June 2022.

The Group complies with all commitments relating to the financing documentation in place.



Subsequent events

Extension of the 2022 revenue guarantee – 24 August 2022 decree

The French government has issued a decree on 24 August 2022 modifying the 10 May 2022 decree related to the revenue guarantee in favour of healthcare facilities in order to cope with the COVID-19 pandemic for 2022. The 24 August 2022 decree extends the 2022 revenue guarantee to 31 December 2022: terms of the initial decree 10 May 2022 are modified to cover a 12-months period ending 31 December 2022, the mechanism of the scheme being otherwise maintained.

Additional €150 million funding within the Fiducie Sûreté

Ramsay Santé has concluded an additional €150 million loan agreement within its Fiducie Sûreté (created in 2018) becoming one of the largest Fiducies-Sûreté (€318 million in cumulative outstanding loans) in the French market and the first one indexed to ESG criteria.

Immobilière de Santé, the main holding company for the equity and/or real estate assets of Ramsay Santé, leader in private hospitalization and primary care in Europe, has entered into an additional loan agreement (Tranche 3) for a principal amount of €150 million. Arranged by Natixis (advised by CMS Francis Lefebvre Avocats), the transaction was supported by a pool of lenders composed of various entities of Groupe BPCE, La Banque Postale and BPIFRANCE.

This long-term financing, which is intended to finance the general needs of Immobilière de Santé and the Ramsay Santé group, is backed by a fiducie sûreté covering the shares of real estate subsidiaries holding the buildings of 6 private hospitals or clinics, for which Natixis is the trustee.

This reloading of our real estate financing vehicle is fully in line with the sustainable development strategy of the Ramsay Santé group on three levels:

- To diversify and extend the average maturity of its debt at an attractive financing rate in a financial market environment that is currently particularly constrained,
- To continue with the group's strategy of developing our real estate assets, while having a better balance sheet correlation between the asset and liability items of the Ramsay Santé group,
- Continue the efforts of the Group's CSR strategy, which includes an ambitious environmental responsibility component.

Reminder of the previous communication relating to the indicative offer received by RHC Limited

Ramsay Health Care has published a new press release on 26 September 2022 informing of the end of the discussions with the consortium led by KKR.

The full press release issued by Ramsay Health Care Limited can be viewed on the Ramsay Health Care Limited website (www.ramsayhealth.com).

REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

(including the text of the draft resolutions)

Dear shareholders,

The purpose of this report is to present the draft resolutions submitted by your Board of Directors to the Ordinary and Extraordinary Annual General Meeting to be held on 8 December 2022, as well as the objectives of the resolutions.

Within the competence of the Ordinary General Assembly

First and second resolutions

Approval of the annual accounts and the consolidated accounts for the financial year ending 30 June 2022.

First resolution - Approval of the statutory financial statements for the financial period ended 30 June 2022

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of:

- the Board of Directors' and the Statutory Auditors' reports;
- the company's financial statements, i.e., the income statement, the balance sheet and the annexes;

approves the company's financial statements for the financial period ended 30 June 2022, as presented to it, as well as the transactions reflected in these financial statements or mentioned in these reports, said financial statements showing a loss of 20,873,004 euros.

In accordance with the provisions of Articles 223 quater and 223 quinquies of the French General Tax Code, the General Meeting notes that the total amount for the past fiscal year of expenses and charges referred to in Article 39-4 of the General Tax Code, which are excluded from deductible expenses for tax purposes, amounted to 2,916 euros (corresponding to non-deductible depreciation), it being specified that the company has not incurred any tax expense as a result of this reintegration, and that no reintegration referred to in Article 39-5 of the said Code has occurred in respect of the financial period ended 30 June 2022.

Second resolution - Approval of the consolidated financial statements for the financial period ended 30 June 2022

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of:

- the Board of Directors' and the Statutory Auditors' reports;
- the Group's consolidated financial statements;

approves the consolidated financial statements for the financial period ended 30 June 2022, as presented, as well as the transactions reflected in these accounts or mentioned in these reports resulting in a profit of €118.4 million.

OBJECTIVE:

These first two resolutions submit to the approval of the General Meeting, as they do every year, the Company's corporate and consolidated financial statements for the financial year ending 30 June 2022.

Third resolution

Allocation of the result for the financial year ending 30 June 2022.

Third resolution - Allocation of the result for the financial period ended 30 June 2022

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the report of the Board of Directors and having noted that the company financial statements for the financial period ended 30 June 2022 approved by this Meeting show a loss of 20,873,004 euros, decides, on the proposal of the Board of Directors, not to distribute a dividend for the financial period ended 30 June 2022 and to allocate the entire result for the financial year to the retained earnings account, bringing the balance of retained earnings to 92,501,557 euros.

The General Meeting notes that no dividend has been distributed for the three previous financial years.

OBJECTIVE

The accounts for the financial year ending 30 June 2022 submitted for approval to this General Meeting show a loss of 20,873,004 euros.

The Board of Directors proposes to the General Meeting to approve the allocation of all losses for the financial year ending 30 June 2022 amounting to 20,873,004 euros to the retained earnings account, which will thus amount to 92,501,557 euros.

No dividend distribution is proposed for the financial year ending 30 June 2022.

Fourth resolution

Approval of the legal auditors' report on the regulated agreements referred to in articles L. 225-38 et seq. of the Commercial Code.

Fourth resolution - Approval of the legal auditors' report on the regulated agreements referred to in articles L. 225-38 et seq. of the Commercial Code

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors on the agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code, which do not mention any new agreement entered into by the Company during the financial year ended 30 June 2022, approves this report in all its provisions.

OBJECTIVE

The purpose of this resolution is to approve the special report of the Statutory Auditors on the regulated agreements subject to the provisions of Articles L.225-38 et seq. of the French Commercial Code, which does not mention any new agreement entered into by the Company during the financial year ended 30 June 2022.

This special report of the Statutory Auditors on regulated agreements is included in Section 6.3.4 of the Company's 2022 Universal Registration Document.

Fifth and sixth resolutions

Approval of the elements of the remuneration paid or granted to Mr Craig McNally, Chairman of the Board of Directors, and to Mr Pascal Roché, Chief Executive Officer, for the financial year ending 30 June 2022

Fifth resolution - Advisory vote on the elements of compensation paid during the financial year ending 30 June 2022 or granted in respect of the same financial year to Mr. Craig McNally, Chairman of the Board, pursuant to Article L. 22-10-34 II of the Commercial Code.

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial period ended 30 June 2022 or granted in respect of the same financial year to Mr. Craig McNally, Chairman of the Board of Directors, as presented in this report and included in the Company's 2022 Universal Registration Document, in Section 5.3. "Compensation and benefits of corporate officers", Paragraph 5.3.1.4.2 "Elements of the compensation paid during the financial year ending 30 June 2022 or granted in respect of the same financial year to Mr. Craig McNally, Chairman of the Board of Directors".

Sixth resolution - Advisory vote on the elements of compensation paid during the financial year ending 30 June 2022 or granted in respect of the same financial year to Mr. Pascal Roché, Chief Executive Officer, pursuant to Article L. 22-10-34 II of the Commercial Code.

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial period ended 30 June 2022 or awarded in respect of the same financial year to Mr. Pascal Roché, Chief Executive Officer, as presented in this report (as amended by addendum dated November 10, 2022) and included in the Company's 2022 Universal Registration Document (as amended), in Section 5.3 "Compensation and benefits of corporate officers", Paragraph 5.3.1.4.1 "Elements of the compensation paid during the financial year ending 30 June 2022 or granted in respect of the same financial year to Mr. Pascal Roché, Chief Executive Officer".

OBJECTIVE

In accordance with Article L. 22-10-34, II of the French Commercial Code, you are asked to approve the fixed and variable components of the compensation paid or granted to Mr Craig McNally, Chairman of the Board of Directors, and to Mr Pascal Roché, Chief Executive Officer, for the financial year ending 30 June 2022.

These remuneration elements are presented in the Company's 2022 Universal Registration Document (as amended) in Section 5.3 "Remuneration and benefits of corporate officers", paragraph 5.3.1.4.2 "Elements of the remuneration paid during the financial year ended 30 June 2022 or allocated in respect of the same financial year to Mr Craig McNally, Chairman of the Board of Directors" and paragraph 5.3.1.4.1 "Elements of the remuneration paid during the financial year ended 30 June 2022 or allocated in respect of the same financial year to Mr Pascal Roché, Chief Executive Officer".



Seventh resolution

Approval of the information relating to the compensation of corporate officers for the financial year ending 30 June 2022.

Seventh resolution - Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the Commercial Code

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, approves, in accordance with Article L. 22-10-34, I of the French Commercial Code, the information relating to the compensation of corporate officers referred to in Article L. 22-10-9, I of the same Code, which is included in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code (as amended by the addendum dated November 10, 2022) and in the Company's 2022 Universal Registration Document (as amended), in Section 5.3 "Compensation and benefits of corporate officers".

OBJECTIVE

In accordance with Article L. 22-10-34, I of the French Commercial Code, you are asked to approve this resolution relating to information relating to the compensation of the Company's corporate officers (Chairman of the Board of Directors, Chief Executive Officer and Directors) listed in Article L. 22-10-9 I of the French Commercial Code, for the financial year ended June 30, 2022.

This information relating to the compensation of corporate officers is presented in the Company's 2022 Universal Registration Document (as amended) in Section 5.3 "Compensation and benefits of corporate officers".

Eighth, ninth et tenth résolutions

Approval of the compensation policy for corporate officers.

Eighth resolution - Approval of the directors' compensation policy, pursuant to Article L. 22-10-8 of the Commercial Code

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8, II of the French Commercial Code, the compensation policy for directors, as set out in the Company's 2022 Universal Registration Document, in Section 5.3 "Compensation and benefits of corporate officers", Paragraph 5.3.2.1 "Compensation policy for directors submitted for approval at the General Meeting of 8 December 2022".

Ninth resolution - Approval of the Chairman of the Board's compensation policy, pursuant to Article L. 22-10-8 of the Commercial Code

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as set out in the Company's 2022 Universal Registration Document, in Section 5.3 "Compensation and benefits for corporate officers", Paragraph 5.3.1.5.2 "Compensation policy for the Chairman of the Board of Directors submitted for approval to the General Meeting of 8 December 2022".

Tenth resolution - Approval of the Chief Executive Officer's compensation policy, pursuant to Article L. 22-10-8 of the Commercial Code

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chief Executive Officer, as set out in the Company's 2022 Universal Registration Document, in Section 5.3 "Compensation and benefits of corporate officers", Paragraph 5.3.1.5.3 "Compensation policy for the Chief Executive Officer submitted for approval to the General Meeting of 8 December 2022".

OBJECTIVE

These three resolutions fall within the framework of Article L. 22-10-8, II of the Commercial Code, pursuant to which the remuneration policy for corporate officers established by the Board of Directors and describing all the components of the fixed and variable remuneration of corporate officers, as well as the decision-making process followed for its determination, review and implementation, are the subject of a resolution submitted for your approval during this General Meeting.

This remuneration policy for corporate officers, which is determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, is presented in the Company's 2022 Universal Registration Document, Section 5.3 "Remuneration and benefits of corporate officers".

By voting on 8th, 9th and 10th resolutions, the General Meeting is asked to approve the remuneration policy applicable to the directors, the Chairman of the Board of Directors and the Chief Executive Officer.

Eleventh resolution

Ratification of the appointment by co-option of Mr. Matthieu Lance to replace a resigning director.

Eleventh resolution - Ratification of the appointment by co-option of Mr. Matthieu Lance to replace a resigning director

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of the report of the Board of Directors, ratifies the appointment by co-option decided by the Board of Directors on 21 April 2022 of Mr. Matthieu Lance as a director, to replace Mr. Jean-Jacques Duchamp, who has resigned, for the remainder of the latter's term of office, i.e. until the end of the General Meeting called to approve the financial statements for the financial period ended 30 June 2024.

OBJECTIVE

The purpose of this resolution is to ratify, in accordance with the provisions of Article L.225-24 paragraph 4 of the French Commercial Code, the provisional appointment by co-option of Mr. Matthieu Lance to replace Mr. Jean-Jacques Duchamp.

Mr Matthieu Lance was co-opted as a director on 21 April 2022 to replace Mr Jean-Jacques Duchamp, a director who resigned, for the remainder of the latter's term of office, i.e. until the end of the General Meeting called to approve the financial statements for the year ending 30 June 2024.



Twelfth resolution

Authorization granted to the Board of Directors to enable the Company to perform operations in its own shares.

Twelfth resolution - Authorization granted to the Board of Directors to enable the Company to perform operations in its own shares

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, after having taken note of the report of the Board of Directors, authorizes the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, in accordance with the provisions of Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, as well as the European Regulation No. 596-2014 of the European Parliament and of the Council of 16 April 2014, to purchase or arrange for the purchase of the Company's shares with a view to:

- their cancellation by way of a reduction in the Company's share capital pursuant to an existing General Assembly resolution;
- their delivery following the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or in any other way;
- the implementation of (i) stock option plans in accordance with the provisions of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code or any similar plan, (ii) free share allocation plans in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, (iii) employee shareholding operations reserved for members of a company savings plan carried out under the conditions of Articles L. 3332-1 et seq. of the French Labor Code, by transferring the shares previously acquired by the Company in accordance with this resolution, or providing for a free allocation of these shares as a contribution in shares of the Company and/or in substitution for the discount and/or (iv) allocations of shares to employees and/or executive officers of the Company and/or its affiliates, in accordance with the applicable legal and regulatory provisions;
- the delivery of shares (in exchange, as payment or otherwise) in the context of external growth, merger, demerger or contribution transactions; and/or
- the market making of the Company's shares by an investment services provider within the framework of a liquidity contract that complies with the code of ethics recognized by the *Autorité des Marchés Financiers*.

This program is also intended to allow the implementation of any market practice that may be accepted by the *Autorité des Marchés Financiers* after this General Meeting, and more generally, the completion of any transaction in accordance with the regulations in force. In such a case, the Company will inform its shareholders by way of a press release.

The General Meeting sets the maximum purchase price at forty euros (€40) excluding acquisition costs per share of the Company (or the equivalent value of this amount on the same date in any other currency or monetary unit established by reference to several currencies), with a par value of seventy-five cents (€0.75) each, and notes that the maximum number of shares of the Company to be acquired may not at any time exceed 10% of the total number of shares comprising the Company's capital, at any time whatsoever, this percentage being applied to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting, i.e., for information purposes, on the basis of the share capital as at 30 September 2022, eleven million thirty-eight thousand nine hundred and sixty-nine (11,038,969) shares of the Company, representing a theoretical maximum amount of four hundred and forty-one million five hundred and fifty-eight thousand seven hundred and sixty euros (€441,558,760), it being specified that when shares are purchased to promote the liquidity of the Company's share under the conditions defined by the General Regulations of the *Autorité des Marchés Financiers*, the number of shares taken into account for the calculation of the 10% limit provided for above shall correspond to the number of shares purchased, less the number of shares resold during the term of the authorization.

The acquisition of the Company's shares may be carried out at any time, excluding periods of takeover bids on the Company's share capital, on one or more occasions and by any means, on any market, off-market, over-the-counter, including through the acquisition of blocks, or by public offer, or through the use of option mechanisms, possibly by any third party acting on behalf of the Company under the conditions set forth in the last paragraph of Article L. 225-206 of the French Commercial Code.

The Company's shares thus acquired may be exchanged, sold or transferred by any means on any market, off-market, over-the-counter, including by block sales, in accordance with applicable regulations.

Any dividends on the Company's treasury shares will be, if any, allocated to retained earnings.

The General Meeting grants the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, full powers in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a bonus share issue, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital depreciation, or any other transaction affecting shareholders' equity, to adjust the above-mentioned maximum purchase price to take the impact of these transactions on the value of the share into account.

The General Meeting also grants the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, all powers to implement this authorization, and in particular to place all stock market orders, conclude all agreements, carry out all formalities and make all declarations to all organizations and, more generally, to do everything necessary or useful for the execution of the decisions taken within the framework of this authorization.

This authorization is granted for a period of eighteen (18) months from the date of this General Meeting. It replaces the unused portion of the authorization granted by the fifteenth resolution of the Ordinary General Meeting of 9 December 2021.

OBJECTIVE

The purpose of this resolution is to grant the Board of Directors a new authorisation for the Company to buy back its own shares, for a period of 18 months as from this General Meeting. It would replace the authorisation previously granted by the Ordinary General Meeting of 9 December 2021 in its fifteenth resolution.

The maximum purchase price is set at 40 euros and the maximum number of shares that may be acquired is limited to 10% of the total number of shares comprising the Company's share capital, i.e., for information purposes, on the basis of the share capital at 30 September 2022, 11,038,969 shares of the Company, representing a theoretical maximum amount of 441,558,760 euros.

The objectives of the share buyback programme and the description of the authorisation submitted to this General Meeting are detailed in the Company's 2022 Universal Registration Document in section 6.4.2 "Description of the share buyback programme proposed to the vote of the General Meeting of 8 December 2022" as well as in the text of the resolution above.

The resolution provides that the authorisation shall not apply during a public offer for the Company's securities.

It should be noted that as of the date of this General Meeting, the Company directly holds 20,301 of its own shares, representing 0.02% of its share capital. These shares do not have voting rights and any dividends due to them are allocated to the retained earnings account.



Within the competence of the Extraordinary General Assembly

Thirteenth resolution

Amendment of Article 2 and addition of an Article 19 of the Company's Articles of Association to adopt the status of "Entreprise à mission".

Thirteenth resolution - Amendment of Article 2 and addition of an Article 19 of the Company's Articles of Association to adopt the status of "Entreprise à mission"

The General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the provisions of Article L. 210-10 of the French Commercial Code, created by Law No. 2019-486 of 22 May 2019 (known as the "PACTE" Law) on the status of "Entreprise à mission", decides to amend the Company's Articles of Association as follows:

1. By amending Article 2 as follows:

"ARTICLE 2. - PURPOSE

(...)

These operations are in line with the Company's raison d'être, which is improve health by constantly innovating.

Within the framework of its status of "Entreprise à mission" in the meaning of Article L. 210-10 of the Commercial Code, the Company pursues the following objectives:

- 1. Promote access to care for all*
- 2. Develop medical innovation for the best possible care*
- 3. Systematize stakeholder dialog in healthcare*
- 4. Protect the planet to improve health"*

The rest of the article remains unchanged.

2. By adding an Article 19 as follows:

"ARTICLE 19. - MISSION COMMITTEE

A Mission Committee within the meaning of Article L. 210-10 of the Commercial Code is created, separate from the corporate bodies referred to in these Articles of Association, and whose operating modalities are set out in the Mission Committee's rules of procedure.

The Mission Committee is exclusively responsible for monitoring the execution of the mission as set out in Article 2 "Purpose" of these Articles of Association. It has no power of decision or representation vis-à-vis third parties. It shall present an annual report, attached to the management report, to the Ordinary General Meeting."

3. By renumbering the current Articles 19 to 30 of the Articles of Association accordingly, which thus become Articles 20 to 31.

OBJECTIVE

This resolution aims at adopting the status of “Entreprise à Mission”. This status will enable the Company to integrate into its business the social and ecological concerns prevailing within the Group. This step is part of the process initiated on December 11, 2020 with the adoption by the General Meeting of the Company’s “raison d’être”: “Improve health by constantly innovating”.

In order to comply with the status of “Entreprise à Mission”, the Articles of Association of the Company will have to be amended to include:

- the social and environmental objectives that the Company aims to pursue in its business; and
- the modalities for monitoring the execution of the missions by a mission committee.

It will therefore be proposed to the General Meeting to amend Article 2 “Purpose” of the Articles of Association in order to integrate the above social and environmental objectives and to add an Article 19 “Mission Committee” in order to provide for the methods of monitoring the execution of this mission.

Fourteenth to twenty-fifth resolutions

Financial authorisations and delegations.

OBJECTIVE

The Extraordinary General Meetings held on 11 December 2020 and 9 December 2021 granted the Board of Directors financial delegations and authorisations, the main terms of which are set out in the Company’s 2022 Universal Registration Document in section 6.4.4 “Summary table of delegations of authority and authorisations granted to the Board of Directors for the purpose of issuing equity securities and other securities of the Company, which are valid at the date of this document”.

These delegations of authority and authorisations granted to the Board of Directors with respect to capital increases were granted for the most part for a period of twenty-six months, it being specified that the delegation of authority granted by the twenty-ninth resolution of the Extraordinary General Meeting of 11 December 2020, allowing the Board of Directors to decide on the issuance of shares and/or securities for the benefit of doctors and other practitioners carrying out their medical and/or paramedical activities within the establishments owned by the Company and/or its subsidiaries, as well as the delegation of authority granted by the thirty-first resolution of the Extraordinary General Meeting of 11 December 2020, allowing the Board of Directors to decide on the issuance of shares and/or securities reserved for a category of beneficiaries, had been granted for a period of eighteen months, and were therefore renewed by the General Meeting held on 9 December 2021 in its sixteenth and seventeenth resolutions.

Thus, with the exception of those referred to in the twenty-ninth resolution and the thirty-first resolution, which was granted for a term of eighteen months by the General Meeting held on 9 December 2021, and also the one referred to in the thirty-second resolution, which was granted for a period of thirty-eight months, and the one referred to in the thirty-third resolution, which was granted for a period of twenty-four months by the General Meeting held on 11 December 2020, the other delegations and authorisations were granted for a period of twenty-six months expiring on 11 February 2023.

It is therefore proposed, through the vote of the 14th and 25th resolutions, to renew these financial delegations and authorisations in order to give the Board of Directors the necessary flexibility to react quickly to changes in market conditions and thus be able to implement at the appropriate time the financial operations best suited to the Company’s needs.

The financial authorisations and delegations that you are asked to renew, as well as their respective ceilings and sub-ceilings, are summarised in the summary table in the Company’s 2022 Universal Registration Document in Section 6.4.5 of Chapter 6.



Fourteenth resolution - Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital and/or securities giving entitlement to the allocation of debt securities, with the shareholders' preferential subscription right maintained

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 et seq., L. 225-132 et seq. and L. 228-91 to L. 228-93 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, its authority to decide to issue, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to more than one currency, with the shareholders' preferential subscription right maintained, (i) ordinary shares of the Company, (ii) securities governed by Articles L228-91 et seq. of the French Commercial Code which are equity securities of the Company giving access to other equity securities of the Company and/or giving the right to the allocation of debt securities of the Company, (iii) debt securities governed or not by Articles L228-91 et seq. of the French Commercial Code, giving access or that may give access to equity securities to be issued by the Company, these securities being able, where applicable, also to give access to existing equity securities and/or to debt securities of the Company, (iv) securities which are equity securities of the Company giving access to existing equity securities or to be issued by companies and/or to debt securities of companies of which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies of which the Company will not hold directly or indirectly, at the time of the issue, more than half of the share capital;
- 2) decides that the subscription of shares and other securities referred to in paragraph 1 of this resolution may be made either in cash, or by offsetting debts, or by incorporation of reserves, profits or premiums;
- 3) sets the limits of the amounts of the issues that may be carried out under this delegation of authority as follows:
 - a) the total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of forty million euros (€40,000,000), or the equivalent value of this amount on the date of the decision to issue, not taking into account the nominal value of the shares to be issued, if any, in respect of the adjustments to be made, in accordance with the legal and regulatory provisions as well as any applicable contractual stipulations, to preserve the rights of the holders of securities giving or that may give access to the Company's capital, it being specified that the nominal amount of the increases in the Company's share capital carried out, with or without shareholders' preferential subscription rights, pursuant to this resolution and under the terms of the fifteenth, sixteenth, seventeenth, nineteenth, twentieth, twenty-first and twenty-fourth resolutions submitted for the approval of this General Meeting shall be deducted from this ceiling;
 - b) the nominal amount of the securities representing debt instruments that may be issued under this delegation of authority may not exceed a maximum of eight hundred and eighty-eight million euros (€888,000,000), or the equivalent value of this amount on the date of the decision to issue, it being specified that (i) this amount does not include the redemption premium(s) above par which may be provided for, where applicable, and (ii) this ceiling is common to all issues of securities representing debt securities which may be carried out by virtue of this resolution and by virtue of the fifteenth, sixteenth, seventeenth and nineteenth resolutions submitted for the approval of this General Meeting.
- 4) decides that the issue(s) of shares and/or securities that may be decided by the Board of Directors by virtue of this delegation of authority shall be reserved in preference to the Company's shareholders, who may subscribe to these issues on an irreducible basis in proportion to the number of shares they then own;
- 5) notes that the Board of Directors will have the option of instituting a reducible subscription right that will be exercised in proportion to the subscription rights held by the Company's shareholders and within the limit of their requests;

- 6) notes that this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement in favour of the holders of the securities issued giving or that may give access to the Company's capital;
- 7) notes that the decision to issue the securities referred to in paragraph 1 (iv) above pursuant to this delegation of authority will require, if these securities give access to equity securities to be issued by a company in which the Company directly or indirectly holds more than half of the share capital at the time of the issue, the approval of the extraordinary general meeting of the company concerned;
- 8) notes that, in accordance with Article L225-134 of the French Commercial Code, if the subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue of shares or securities giving or capable of giving access to the Company's capital, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one or other of the following options:
 - limit the issue in question to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue initially decided upon;
 - freely allocate all or part of the unsubscribed shares or securities giving or capable of giving access to the Company's capital to persons of its choice;
 - offer to the public on the French market or abroad all or part of the shares or securities giving or capable of giving access to the Company's capital that have not been subscribed;
- 9) decides that any issue of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors shall have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold;
- 10) notes that the Board of Directors shall report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution;
- 11) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
 - decide on the capital increase and determine the shares and/or securities to be issued;
 - decide on the amount of the capital increase, the issue price of the shares and/or securities to be issued and the amount of the premium to which the issue may be subject, if applicable;
 - determine the dates and terms of the capital increase, the nature and characteristics of the shares and/or securities to be issued; decide, in addition, in the case of bonds or other debt securities, whether they are subordinated or not and, if so, their subordination rank, in accordance with the provisions of Article L. 228-97 of the Commercial Code, set their interest rate (including fixed or variable interest rate or zero coupon or indexed interest rate) and the payment date, and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their term (fixed or open-ended), the possibility of reducing or increasing the nominal value of the shares and/or securities and the other terms of issue (including the granting of guarantees or securities) and redemption (including redemption through the remittance of assets of the Company); where applicable, such shares and/or securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or provide for the possibility for the Company to issue debt securities (whether or not assimilated) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds within the meaning of the stock exchange authorities (for example, because of their terms of repayment or remuneration or other rights such as indexation or option rights); modify, during the life of the shares and/or securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
 - to determine the method of payment of the shares and/or securities giving or capable of giving access to the Company's capital to be issued immediately or in the future;

- determine, if applicable, the terms and conditions for exercising the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company, attached to the shares and/or securities giving or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, determine the date, even retroactively, as from which the new shares shall bear interest, as well as all other terms and conditions for the realisation of the increase in the share capital of the Company;
 - to set the terms and conditions under which the Company shall have the right to purchase or exchange on or off the market, at any time or during specific periods, the securities giving or that may give access to the capital issued or to be issued immediately or in the future, with a view to cancelling them or not, taking into account the legal provisions in force;
 - provide for the possibility of suspending the exercise of the rights attached to the securities issued for a fixed period of time in accordance with the legal provisions in force and the applicable contractual stipulations;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free allocation of shares, a share split or reverse split, a distribution of reserves or any other assets amortisation of the capital, or any other transaction involving the shareholders' equity, and to set the terms and conditions according to which the rights of the holders of securities giving or that may give access to the Company's capital will be preserved, where applicable, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
 - record the completion of each capital increase and make the corresponding amendments to the Company's Articles of Association;
 - generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued by virtue of this delegation of authority and for the exercise of the rights attached thereto.
- 12) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting, it being specified, however, that the Board of Directors shall not be authorised to decide on a capital increase by virtue of this delegation of authority during any period of public offer for the Company's securities. It replaces the unused portion of the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its twenty-second resolution.

OBJECTIVE

It is proposed that you renew the authorisation given to the Board of Directors to issue shares and/or securities that give or may give access to the capital and/or securities that give the right to the allocation of debt securities, while maintaining the shareholders' preferential subscription rights.

This delegation of authority would give the Board of Directors the necessary flexibility to carry out, if necessary, the issues most suited to the Company's needs and to market possibilities.

In line with the previous authorisation granted by the Extraordinary General Meeting held on 11 December 2020, the ceilings for this new authorisation would be set as follows:

- a) The total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of 40 million euros, it being specified that the nominal amount of the capital increases carried out by the Company, with or without shareholders' preferential subscription rights, pursuant to this resolution and under the terms of the 15th, 16th, 17th, 20th, 21st and 24th resolutions shall be deducted from this ceiling;

b) The nominal amount of debt securities that may be issued under this authorization may not exceed 888 million euros, it being specified that this ceiling applies to all issues of debt securities that may be carried out under this resolution and under the 15th, 16th, 17th and 19th resolutions.

In order to give shareholders the right to vote on the issues covered by this delegation during a public offer period, it is provided that the Board of Directors may not use this delegation of authority during any public offer period for the Company's securities.

This delegation of authority would be granted for a period of 26 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 11 December 2020.

Fifteenth resolution - Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the share capital and/or the issue of securities giving entitlement to the allocation of debt securities, with cancellation of the shareholders' preferential subscription rights – in the context of public offers other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 et seq., L. 225-135, L. 225-136, L. 22-10-49 et seq. and L. 228-91 to L. 228-93 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, its authority to decide to issue, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with the cancellation of preferential subscription rights, by public offer(s) other than those mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, for valuable consideration or free of charge, of (i) ordinary shares of the Company, (ii) securities governed by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company and/or giving the right to the allocation of debt securities of the Company, (iii) debt securities governed or not by Articles L. 228-91 et seq. of the Commercial Code, giving access or that may give access to equity securities to be issued by the Company, these securities being able, where applicable, also to give access to existing equity securities and/or to debt securities of the Company, (iv) securities which are equity securities of the Company giving access to existing equity securities or to be issued by companies and/or to debt securities of companies, of which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies of which the Company will not hold directly or indirectly, at the time of the issue, more than half of the share capital;
- 2) decides that the subscription of shares and other securities referred to in paragraph 1 of this resolution may be carried out either in cash, or by offsetting debts, or by incorporating reserves, profits or premiums. These shares and/or securities may in particular be issued to remunerate securities contributed to the Company in the context of a public offer including an exchange component initiated by the Company in France or abroad in accordance with local rules (for example in the context of an Anglo-Saxon reverse merger) on securities meeting the conditions set out in Article L. 22-10-54 of the Commercial Code;
- 3) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, its power to decide on the issue of ordinary shares or securities referred to in (ii) and (iii) of paragraph 1 above, to be issued following the issue by companies in which the Company holds directly or indirectly, at the time of issue, more than half of the share capital, of securities giving access to ordinary shares to be issued by the Company or to securities referred to in (ii) and (iii) of paragraph 1 above. The issue by the said companies of the aforementioned securities shall automatically entail, in favour of the holders of these securities, the waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares or securities referred to in (ii) and (iii) of paragraph 1 above to which the securities thus issued by these companies shall entitle them, as well as to the shares to be issued in the Company to which the securities referred to in (ii) and (iii) of paragraph 1 above would entitle them;

- 4) sets the limits of the amounts of the issues that may be carried out under this delegation of authority as follows:
- a) the total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of twenty million euros (€20,000,000), or the equivalent value of this amount on the date of the decision to issue, not taking into account the nominal value of the shares to be issued, if any, in respect of the adjustments to be made, in accordance with the legal and regulatory provisions and any applicable contractual stipulations, to preserve the rights of the holders of securities giving or that may give access to the Company's share capital, it being stipulated, on the one hand, that this ceiling is common to all of the capital increases that may be carried out by virtue of this resolution and by virtue of the sixteenth, seventeenth and nineteenth resolutions, seventeenth, nineteenth, twenty-first and twenty-fourth resolutions submitted for the approval of this General Meeting and, secondly, that the nominal amount of the capital increase(s) carried out by virtue of this delegation of authority shall be deducted from the ceiling provided for in paragraph 3 (a) of the fourteenth resolution submitted to this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for in any resolution of the same nature that may succeed said resolution during the period of validity of this delegation;
 - b) the nominal amount of the securities representing debt instruments that may be issued under this delegation of authority may not exceed a maximum of eight hundred and eighty-eight million euros (€888,000,000), or the equivalent value of this amount on the date of the decision to issue, it being specified that (i) this amount does not include the redemption premium(s) above par that may be provided for in the event of an issue, and (ii) this amount does not include the redemption premium(s) above par that may be provided for and that (ii) the nominal amount of the securities representing debt securities shall be deducted from the ceiling provided for in paragraph 3 (b) of the fourteenth resolution submitted to this General Meeting or, where applicable, on the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed the said resolution during the period of validity of this delegation;
- 5) cancels the preferential subscription rights of the Company's shareholders to the shares and/or securities that may be issued pursuant to this delegation of authority, while allowing the Board of Directors, pursuant to Article L. 22-10-51 of the French Commercial Code, the Board of Directors may grant to the Company's shareholders, for a period of time and in accordance with the terms and conditions that it shall determine in accordance with the applicable laws and regulations, and for all or part of an issue carried out, a priority subscription period not giving rise to the creation of negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder and which may be supplemented by a subscription on a reducible basis;
- 6) notes that the public offers of shares and/or securities decided upon pursuant to this delegation of authority may be combined, in the context of a single issue or several issues of shares and/or securities, with the offers referred to in 1° of Article L. 411-2 of the Monetary and Financial Code decided by virtue of the delegation of powers set out in the sixteenth resolution submitted to this General Meeting;
- 7) Notes that this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement in favour of the holders of the securities issued giving or that may give access to the Company's capital;
- 8) notes that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions, including, where applicable, those of the Company's shareholders, have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one or other of the following options:
- limit the amount of the issue in question to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue initially decided upon;
 - freely allocate all or part of the unsubscribed shares and/or securities giving or capable of giving access to the Company's capital to persons of its choice;

- offer to the public on the French market or abroad all or part of the shares or securities giving or capable of giving access to the Company's capital that have not been subscribed;
- 9) notes that, in accordance with Article L. 22-10-52 of the Commercial Code:
- the issue price of the shares issued directly will be at least equal to the minimum provided for by the legal and regulatory provisions applicable on the date of the issue (i.e., to date, the weighted average of the Company's share price over the last three trading sessions on the regulated market of Euronext Paris prior to the start of the public offering, possibly reduced by a maximum discount of 10%);
 - the issue price of the securities giving or capable of giving access to the Company's capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, for each share issued as a result of the issue of such securities, shall be at least equal to the minimum subscription price defined in the preceding paragraph;
- 10) notes that the Board of Directors shall report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution;
- 11) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
- decide on the capital increase and determine the shares and/or securities to be issued;
 - decide on the amount of the capital increase, the issue price of the shares and/or securities to be issued, as well as the amount of the premium that may be attached to the issue;
 - determine the dates and terms of issue, the nature, number and characteristics of the shares and/or securities to be issued; decide, in addition, in the case of bonds or other debt securities, whether they are subordinated or not and, if so, their subordination rank, in accordance with the provisions of Article L. 228-97 of the Commercial Code, set their interest rate (including fixed or variable interest rate or zero coupon or indexed) and the payment date, and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their term (fixed or open-ended), the possibility of reducing or increasing the nominal value of the shares and/or securities and the other terms of issue (including the granting of guarantees or securities) and redemption (including redemption through the remittance of assets of the Company); where applicable, these shares and/or securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or provide for the possibility for the Company to issue debt securities (whether or not assimilable) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, because of their terms of repayment or remuneration or other rights such as indexation, option rights); modify, during the life of the shares and/or securities concerned, the terms referred to above, in compliance with the applicable formalities;
 - to determine the method of payment of the shares and/or securities giving or capable of giving access to the Company's capital to be issued immediately and/or in the future;
 - determine, if applicable, the terms and conditions for exercising the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company, attached to the shares and/or securities giving or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, determine the date, even retroactively, as from which the new shares shall bear interest, as well as all other terms and conditions for the realisation of the increase in the share capital of the Company;
 - to set the terms and conditions under which the Company shall have the right, where applicable, to purchase or exchange on or off the market, at any time or during specific periods, the securities giving or capable of giving access to the capital issued or to be issued immediately or in the future, with a view to cancelling them or not, taking into account the legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to the securities issued for a fixed period of time in accordance with the applicable legal and regulatory provisions and contractual stipulations;

- in the event of an issue of securities as consideration for securities contributed in the context of a public offer with an exchange component (OPE), draw up the list of securities contributed to the exchange, set the terms of the issue, the exchange ratio and, where applicable, the amount of the cash balance to be paid without the pricing procedures of this resolution being applicable, and record the number of securities contributed to the exchange and determine the terms of the issue in the context either a public exchange offer, an alternative purchase or exchange offer, or a single offer proposing the purchase or exchange of the securities in question in exchange for payment in securities and cash, or a public purchase or exchange offer on a principal basis, accompanied by a public exchange offer or a public tender offer on a subsidiary basis, or any other form of public offer that complies with the laws and regulations applicable to the said public offer;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, a distribution of reserves or of any other assets, or a redemption of capital, or any other transaction involving the Company's equity, and to set the terms and conditions according to which the rights of holders of securities giving or that may give access to the Company's capital will be preserved, where applicable, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
 - record the completion of each capital increase and make the corresponding amendments to the Company's Articles of Association;
 - generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued pursuant to this delegation and for the exercise of the rights attached thereto.
- 12) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting, it being specified, however, that the Board of Directors shall not be authorised to decide on a capital increase by virtue of this delegation of authority during any period of public offer for the Company's securities. It replaces the unused portion of the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its twenty-third resolution.

Sixteenth resolution - Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital and/or the issue of securities giving entitlement to the allocation of debt securities, with cancellation of the shareholders' preferential subscription right - in the context of the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49 et seq. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49 et seq. and L. 228-91 to L. 228-93 of the French Commercial Code, and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, its authority to decide to issue, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with the cancellation of preferential subscription rights, by means of the offer(s) referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, for valuable consideration or free of charge, (i) ordinary shares of the Company, (ii) securities governed by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities of the Company giving access to other

equity securities of the Company and/or giving the right to the allocation of debt securities of the Company, (iii) debt securities governed or not by Articles L. 228-91 et seq. of the Commercial Code, giving access or that may give access to equity securities to be issued by the Company, these securities being able, where applicable, also to give access to existing equity securities and/or to debt securities of the Company, (iv) securities which are equity securities of the Company giving access to existing equity securities or to be issued by companies and/or to debt securities of companies, of which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies of which the Company will not hold directly or indirectly, at the time of the issue, more than half of the share capital;

- 2) decides that the subscription of shares and other securities referred to in paragraph 1 of this resolution may be made either in cash, or by offsetting debts, or by incorporation of reserves, profits or premiums;
- 3) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its power to decide on the issue of ordinary shares or securities referred to in (ii) and (iii) of paragraph 1 above, to be issued following the issue by companies in which the Company holds directly or indirectly, at the time of the issue, more than half of the share capital, of securities giving access to ordinary shares to be issued by the Company or to securities referred to in (ii) and (iii) of paragraph 1 above. The issue by the said companies of the aforementioned securities shall automatically entail, in favour of the holders of these securities, the waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares or securities referred to in (ii) and (iii) of paragraph 1 above to which the securities thus issued by these companies shall entitle them, as well as to the shares to be issued in the Company to which the securities referred to in (ii) and (iii) of paragraph 1 above would entitle them;
- 4) sets the limits of the amounts of the issues that may be carried out under this delegation of authority as follows:
 - a) the total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of eleven million euros (€11,000,000), or the equivalent value of this amount on the date of the decision to issue, not taking into account the nominal amount of the shares to be issued, if any, in respect of the adjustments to be made in accordance with the legal and regulatory provisions as well as any applicable contractual stipulations, to preserve the rights of the holders of financial securities giving or that may give access to the Company's capital, it being specified that this amount may not, however, exceed 20% of the share capital over a period of twelve months, in accordance with the maximum limits provided for by the laws and regulations and it being specified that the nominal amount of the capital increase(s) carried out pursuant to this delegation of authority shall be deducted from the amount of the ceilings provided for in paragraph 3 (a) of the fourteenth resolution and paragraph 4 (a) of the fifteenth resolution submitted to this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed said resolutions during the term of validity of this delegation;
 - b) the nominal amount of the securities representing debt instruments that may be issued immediately or in the future pursuant to this delegation of authority may not exceed a maximum of one hundred and seventy-eight million euros (€178,000,000), or the equivalent value of this amount on the date of the decision to issue, it being specified that (i) this amount does not include the redemption premium(s) above par which may be provided for and that (ii) the nominal amount of the securities representing debt securities shall be deducted from the ceiling provided for in paragraph 3 (b) of the fourteenth resolution submitted to this General Meeting or, where applicable, on the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed the said resolution during the period of validity of this delegation;
- 5) cancels the preferential subscription rights of the Company's shareholders to the shares and/or securities that may be issued pursuant to this delegation of authority;

- 6) notes that the offers referred to in 1° of Article L. 411-2 of the Monetary and Financial Code and decided upon by virtue of this delegation of authority may be combined, within the framework of a single issue or several issues of shares and/or securities, with offers to the public of shares and/or securities decided upon by virtue of the delegation of authority covered by the fifteenth resolution submitted to this General Meeting;
- 7) notes that this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement in favour of the holders of the securities issued giving or that may give access to the Company's capital;
- 8) notes that, in accordance with Article L. 225-134 of the Commercial Code, if the subscriptions, including, where applicable, those of the Company's shareholders, have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one or other of the following options:
 - limit the amount of the issue in question to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue initially decided upon;
 - freely allocate all or part of the unsubscribed shares and/or securities giving or capable of giving access to the Company's capital to persons of its choice;
- 9) notes that, in accordance with Article L. 22-10-52 of the Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum provided for by the legal and regulatory provisions applicable on the date of the issue (i.e., to date, the weighted average of the Company's share price over the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering, possibly reduced by a maximum discount of 10%);
 - the issue price of the securities giving or capable of giving access to the Company's capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, for each share issued as a result of the issue of such securities, shall be at least equal to the minimum subscription price defined in the preceding paragraph;
- 10) notes that the Board of Directors shall report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution;
- 11) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
 - decide on the capital increase and determine the shares and/or securities to be issued;
 - decide on the amount of the capital increase, the issue price of the shares and/or securities to be issued and the amount of the premium to which the issue may be subject, if applicable;
 - determine the dates and terms of issue, the nature, number and characteristics of the shares and/or securities to be issued; decide, in addition, in the case of bonds or other debt securities, whether they are subordinated or not and, if so, their subordination rank, in accordance with the provisions of Article L. 228-97 of the Commercial Code, set their interest rate (including fixed or variable interest rate or zero coupon or indexed) and the payment date, and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their term (fixed or open-ended), the possibility of reducing or increasing the nominal value of the shares and/or securities and the other terms of issue (including the granting of guarantees or securities) and redemption (including redemption through the remittance of assets of the Company); where applicable, these shares and/or securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or provide for the possibility for the Company to issue debt securities (whether or not they are assimilated) in payment of interest, the payment of which may have been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, because of their terms of repayment or remuneration or other rights such as indexation, option rights); modify, during the life of the shares and/or securities concerned, the terms referred to above, in compliance with the applicable formalities;

- to determine the method of payment of the shares and/or securities giving or capable of giving access to the Company's capital to be issued immediately and/or in the future;
 - determine, if applicable, the terms and conditions for exercising the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company, attached to the shares and/or securities giving or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, determine the date, even retroactively, as from which the new shares shall bear interest, as well as all other terms and conditions for the realisation of the increase in the share capital of the Company;
 - to set the terms and conditions under which the Company shall have the right, where applicable, to purchase or exchange on or off the market, at any time or during specific periods, the securities giving or capable of giving access to the capital issued or to be issued immediately or in the future, with a view to cancelling them or not, taking into account the legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to the securities issued for a fixed period of time in accordance with the applicable legal and regulatory provisions and contractual stipulations;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, a distribution of reserves or of any other assets, or a redemption of capital, or any other transaction involving the Company's equity, and to set the terms and conditions according to which the rights of holders of securities giving or that may give access to the Company's capital will be preserved, where applicable, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
 - record the completion of each capital increase and make the corresponding amendments to the Company's Articles of Association;
 - generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued pursuant to this delegation and for the exercise of the rights attached thereto.
- 12) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting, it being specified, however, that the Board of Directors shall not be authorised to decide on a capital increase by virtue of this delegation of authority during any period of public offer for the Company's securities. It replaces the unused portion of the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its twenty-fourth resolution.

OBJECTIVE

It is proposed to the General Meeting, within the framework of the 15th and 16th resolutions, to renew the authorisations given to the Board of Directors, for the purpose of issuing shares and/or securities giving or that may give access to the capital and/or securities giving the right to the allocation of debt securities, with the suppression of the shareholders' preferential subscription right.

The 15th resolution gives the Board of Directors the possibility to decide to issue various securities with cancellation of the preferential subscription right by public offering, up to a limit of 20 million euros for capital increases and up to a limit of 888 million euros for the issue of securities representing debt securities.

The purpose of the 16th resolution is to facilitate issues to institutional investors in accordance with Article L. 411-2 1° of the French Monetary and Financial Code, up to a limit of 11 million euros for capital increases, it being specified that this amount may not exceed 20% of the share capital over a period of twelve months

in accordance with the maximum limits provided for by laws and regulations, and up to a limit of 178 million euros for the issue of securities representing debt securities.

The issues that may be carried out under these delegations of authority shall be deducted from (i) the 40 million euro ceiling provided for in the 14th resolution and the ceiling of 20 million euros provided for in the 15th resolution in the case of the issue of shares or securities giving access to the capital and (ii) the ceiling of 888 million euros provided for in the 14th resolution in the case of the issue of securities representing debt securities.

In general, these two delegations of authority would give the Board of Directors the necessary flexibility to carry out, if necessary, the issues most suited to the Company's needs and to market possibilities.

In order to give shareholders the right to vote on the issues covered by these delegations during a public offer period, it is provided that the Board of Directors may not use these delegations of authority during any public offer period for the Company's securities.

They would be granted for a period of 26 months from the date of this General Meeting and would replace the delegations granted by the Extraordinary General Meeting of 11 December 2020.

Seventeenth resolution - Delegation of authority granted to the Board of Directors to increase the number of shares and/or securities giving or that may give access to the share capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, its power to decide, for each of the issues carried out pursuant to the fourteenth to sixteenth resolutions, to increase the number of shares and/or securities giving or capable of giving access to the Company's capital to be issued in the event of an increase in the Company's capital, with or without shareholders' preferential subscription rights, at the same price as that used for the initial issue and within the time periods and limits provided for by the law and regulations as well as by accepted market practices on the date of the issue, and to date for a period of thirty (30) calendar days from the closing of the subscription and up to a limit of 15% of the initial issue, in particular with a view to granting an over-allotment option, it being specified that the shares and/or other securities issued pursuant to this authorisation may be paid up either in cash or by offsetting against certain, liquid and payable debts held against the Company;
- 2) decides that the total nominal amount of the capital increase(s) decided upon pursuant to this delegation of authority shall be deducted from the ceiling or ceilings provided for in the resolution pursuant to which the issue is decided upon or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed said resolution during the term of validity of this delegation.
- 3) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting, it being specified, however, that the Board of Directors shall not be authorised to decide on a capital increase by virtue of this delegation of authority during any public offer period for the Company's securities. It replaces the unused portion of the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its twenty-fifth resolution.

OBJECTIVE

It is proposed that the General Meeting renews the authorisation given to the Board of Directors, for each of the issues carried out pursuant to the 14th to 16th resolutions, to increase the number of shares or securities giving or that may give access to the Company's capital in the event of an increase in the Company's capital, with or without shareholders' preferential subscription rights, at the same price as that used for the initial is-

sue and within the time limits provided for by the law and regulations as well as market practices applicable on the date of the issue.

The purpose of this delegation is to enable the Board of Directors to deal with market volatility and to respond to demand exceeding supply.

In order to give shareholders the right to vote on the issues covered by this delegation during a public offer period, it is provided that the Board of Directors may not make use of this delegation during any public offer period for the Company's securities.

This delegation of authority would be granted for a period of 26 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 11 December 2020.

Eighteenth resolution - Authorisation granted to the Board of Directors, in the event of an issue of shares and/or securities giving or that may give access to the share capital without preferential subscription rights, to set the issue price in accordance with the terms and conditions set by the General Meeting, up to a limit of 10% of the share capital per 12-month period

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-136 and L. 22-10-52 of the French Commercial Code:

- 1) authorises the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, in the event of a capital increase through the issue of shares and/or securities giving or that may give access to the capital with cancellation of the preferential subscription right decided by virtue of the fifteenth and sixteenth resolutions of this General Meeting, by way of derogation from the conditions for setting the issue price provided for by the said resolutions, to set the issue price in accordance with the following procedures:
 - the issue price of the shares shall be at least equal, at the discretion of the Board of Directors, to (i) the average price of the Company's share on the regulated market of Euronext Paris, weighted by volumes, on the day preceding the date on which the issue price is set, which may be reduced by a maximum discount of 10%, or (ii) the average price of the Company's shares on the regulated market of Euronext Paris, weighted by volumes, during the three trading sessions preceding the date of determination of the issue price, which may be reduced by a maximum discount of 10%;
 - the issue price of the securities that may give access to the capital and the number of shares to which the conversion, redemption or generally the transformation of each security giving access to the capital may give right, shall be such that the amount received immediately by the Company, increased, if applicable, by the amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the previous paragraph;
- 2) decides that the total nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorisation is set, in accordance with the law, at 10% of the share capital per 12-month period (it being specified that this limit will be assessed on the date of the decision to issue the shares and/or securities giving access to the capital);
- 3) notes that, should the Board of Directors make use of this authorisation, it will draw up an additional report, certified by the statutory auditors, describing the final conditions of the transaction and giving an assessment of the effective impact on the shareholder's situation.
- 4) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting.

OBJECTIVE

It is proposed that the General Meeting authorise the Board of Directors, in the event of a capital increase through the issue of shares and/or securities giving or capable of giving access to the capital with cancellation of the preferential subscription right decided by virtue of the 15th and 16th resolutions of this Meeting, to set, within the limit of 10% of the share capital per 12-month period and by derogation from the conditions for setting the issue price provided for in the 15th and 16th resolutions, the issue price in accordance with the terms and conditions set out in the 19th resolution below either an issue price equal, at the Board of Directors' discretion, to (i) the average price of the Company's shares on the regulated market of Euronext Paris, weighted by volumes, on the day preceding the date on which the issue price is set, possibly reduced by a maximum discount of 10%, or (ii) the average price of the Company's shares on the regulated market of Euronext Paris, weighted by volumes, during the three trading sessions preceding the date on which the issue price is set, possibly reduced by a maximum discount of 10%.

This delegation of authority would be granted for a period of 26 months from the date of this General Meeting.

Nineteenth resolution - Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital as remuneration for contributions in kind relating to shares and/or securities giving or that may give access to the share capital

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 et seq., L. 225-147, L. 228-91 to L. 228-93 and L. 22-10-53 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, its authority to proceed, on one or more occasions, in France and/or abroad, in the proportion and at the times it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the Commercial Code are not applicable, to the issue of (i) ordinary shares of the Company, (ii) securities, whether or not governed by Articles L. 228-91 et seq. of the Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company and/or entitling the holder to the allocation of debt securities of the Company, (iii) securities representing a right to debt whether or not governed by Articles L. 228-91 et seq. of the Commercial Code, giving access or that may give access to equity securities to be issued by the Company, these securities being able, where applicable, also to give access to existing equity securities and/or to debt securities of the Company, (iv) securities which are equity securities of the Company, giving access to existing equity securities or to be issued by companies and/or to debt securities of companies, of which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies of which the Company will not hold directly or indirectly, at the time of the issue, more than half of the share capital;
- 2) decides that the total nominal amount of the capital increases carried out immediately and/or in the future by virtue of this resolution may not exceed 10% of the share capital, this percentage applying to a capital adjusted according to the operations affecting it after this General Meeting, it being specified that the nominal amount of the capital increase(s) carried out by virtue of this resolution shall be deducted from the amount of the ceilings provided for in paragraph 3 (a) of the fourteenth resolution and in paragraph 4 (a) of the fifteenth resolution submitted to this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed the said resolutions during the period of validity of this delegation;

- 3) decides that the maximum total nominal amount of the securities representing the Company's debt securities that may be issued by virtue of this delegation is set at eighty-eight million eight hundred thousand euros (€88,800,000), or the equivalent value of this amount on the date of the decision to issue, it being specified that this amount shall be deducted from the amount of the ceiling on issues of securities representing debt securities provided for in paragraph 3 (b) of the fourteenth resolution of this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed said resolution during the period of validity of the present delegation;
- 4) cancels the preferential subscription rights of the Company's shareholders to the shares and/or securities that may be issued pursuant to this delegation of authority;
- 5) notes that this delegation of authority automatically entails the waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement in favour of the holders of the securities issued giving or that may give access to the Company's capital;
- 6) notes that the Board of Directors shall report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution;
- 7) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
 - to decide on the capital increase remunerating the contributions and to determine the shares and/or securities to be issued and their characteristics, in particular their issue price (with or without an issue premium), the terms of their subscription and their dividend date;
 - determine the list of securities contributed, approve the valuation of the contributions and the granting of special benefits, set the terms of issue of the shares and/or securities remunerating the contributions, as well as, if applicable, the amount of the balancing payment to be made;
 - to set the terms and conditions according to which the rights of holders of securities giving or that may give access to the Company's capital will be preserved, where applicable, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - record the completion of each capital increase and make the corresponding amendments to the Company's Articles of Association;
 - generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued pursuant to this delegation and for the exercise of the rights attached thereto.
- 8) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting, it being specified, however, that the Board of Directors shall not be authorised to decide on a capital increase by virtue of this delegation of authority during any public offer period for the Company's securities. It replaces the unused portion of the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its twenty-seventh resolution.

OBJECTIVE

It is proposed that the General Meeting renews the authorisation given to the Board of Directors to issue shares and/or securities giving or that may give access to the capital, up to a limit of 10% of the share capital, in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital.

This delegation would allow the Company to have the capacity to acquire medium-sized holdings in unlisted companies. These acquisitions could then be financed, in whole or in part, in shares or securities of the Company, rather than in cash.

The issue of shares and/or securities giving or capable of giving access to the capital would be carried out without shareholders' preferential subscription rights to the securities issued pursuant to this delegation. Furthermore, this delegation would automatically entail the waiver by the shareholders of their preferential subscription right to the ordinary shares of the Company to which the securities may give entitlement, in favour of the holders of securities giving access to the Company's capital issued pursuant to this delegation.

This authorisation must comply with the legal limit of 10% of the share capital, it being specified that the issues that may be carried out by virtue of this delegation shall be deducted (i) from the limit of 40 million euros provided for in the 14th resolution and from the limit of 20 million euros provided for in the 15th resolution with regard to the issue of shares or securities giving access to the share capital and (ii) from the limit of 888 million euros provided for in the 14th resolution with regard to the issue of securities representing debt securities.

In order to give shareholders the right to vote on the issues covered by this delegation during a public offer period, it is provided that the Board of Directors may not make use of this delegation during any public offer period for the Company's securities.

This delegation of authority would be granted for a period of 26 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 11 December 2020.

Twentieth resolution - Delegation of authority granted to the Board of Directors to decide on a capital increase by incorporation of reserves, profits, share premiums or any other amount that may be capitalised

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Ordinary General Meetings, having taken note of the report of the Board of Directors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, its power to decide to increase the share capital, on one or more occasions, in the proportion and at the times it sees fit, by incorporation of premiums, reserves, profits or other sums, the capitalisation of which will be legally and statutorily possible, in the form of the issue and free allocation of new equity securities or an increase in the nominal value of existing equity securities, or by a combination of these two processes;
- 2) decides that the total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of forty-three million six hundred thousand euros (€43,600,000), or the equivalent value of this amount on the date of the decision to issue, it being specified that the nominal amount of the capital increase(s) carried out pursuant to this resolution shall be deducted from the amount of the ceiling provided for in paragraph 3 (a) of the fourteenth resolution of this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed said resolution during the term of validity of this delegation;
- 3) notes that the Board of Directors shall report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution;
- 4) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
 - determine the amount and nature of the sums to be incorporated into the capital, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities shall be increased, determine the date, even retroactively, as from which the new equity securities shall carry dividend rights or the date on which the increase in the nominal value of the existing equity securities shall take effect;

- to decide, in the case of distributions of free equity securities:
 - that fractional rights will not be negotiable or transferable and that the corresponding shares will be sold; the sums from the sale will be allocated to the holders of the rights under the conditions provided for by law and regulations;
 - that the shares which will be allocated by virtue of this delegation on the basis of existing shares benefiting from double voting rights will benefit from this right as soon as they are issued;
 - determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free allocation of shares, a share split or reverse split, a distribution of reserves or any other assets amortisation of the capital, or any other transaction involving the shareholders' equity, and to set the terms and conditions according to which the rights of the holders of securities giving or that may give access to the Company's capital will be preserved, where applicable, in accordance with the legal and regulatory provisions and, where applicable, with the contractual provisions;
 - record the completion of each capital increase and make the corresponding amendments to the Company's Articles of Association;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve; and
 - generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued pursuant to this delegation and for the exercise of the rights attached thereto.
- 5) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting, it being specified, however, that the Board of Directors shall not be authorised to decide on a capital increase by virtue of this delegation of authority during any period of public offer for the Company's securities. It replaces the unused portion of the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its twenty-eighth resolution.

OBJECTIVE

It is proposed that the General Meeting renews the authorisation given to the Board of Directors to increase the share capital, on one or more occasions, by incorporation of premiums, reserves, profits or other sums, the capitalisation of which will be legally and statutorily possible, up to a maximum of 43.6 million euros.

The purpose of the renewal of this delegation is to allow the capital of the Company to be increased by simple transfer to the "Share Capital" account of reserves, profits, premiums or other sums whose capitalisation would be permitted. These operations do not modify the value of the Company, do not affect the rights of the shareholders and may, in particular, make it possible to establish a fairer proportion between the nominal value of the share and its market value.

The issues that may be carried out pursuant to this delegation of authority shall be deducted from the ceiling of 40 million euros provided for in the 14th resolution. This delegation of authority would be granted for a period of 26 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 11 December 2020.



Twenty-first resolution - Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or that may give access to the capital, with cancellation of the shareholders' preferential subscription rights, to the benefit of doctors and other practitioners carrying out their medical and/or paramedical activities within the establishments owned by the Company and/or its subsidiaries

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 et seq. and L. 225-138 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, its authority to decide, on one or more occasions, in the proportions and at the times it sees fit the issue of ordinary shares in the Company and/or securities giving or capable of giving access to the Company's capital to the benefit of (i) practitioners registered with the Ordre des Médecins and practising on a self-employed basis, on a principal or secondary basis, their medical activities within the establishments owned by the Company or one of the companies it controls within the meaning of Article L. 233-3 of the French Commercial Code and/or (ii) practitioners, other than those referred to in (i) above, practising on a self-employed basis, on a principal or secondary basis, their paramedical activities within the establishments referred to in (i) above, it being specified that the shares and/or securities issued by virtue of this delegation of authority may be paid up either in cash or by offsetting against certain, liquid and payable debts owed to the Company;
- 2) decides that the total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of two million three hundred and thirty thousand euros (€2,330,000) or the equivalent value of this amount on the date of the decision to issue, it being specified that the nominal amount of the capital increase(s) carried out by virtue of this resolution shall be deducted from the amount of the ceilings provided for in paragraph 3 (a) of the fourteenth resolution and in paragraph 4 (a) of the fifteenth resolution submitted to this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for in any resolution of the same nature that may succeed the said resolutions during the period of validity of this delegation;
- 3) cancels the preferential subscription rights of the Company's shareholders to the shares and/or securities giving or that may give access to the Company's capital, the issue of which may be carried out by virtue of this delegation of authority in favour of the beneficiaries indicated in paragraph 1 above;
- 4) notes that this delegation of authority automatically entails a waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement, in favour of the beneficiaries indicated in paragraph 1 above, who are holders of the securities issued giving or that may give access to the Company's capital;
- 5) decides that the issue price of the shares to be issued pursuant to this delegation of authority may not be more than 30% or 40% lower, where a planned lock-up period of ten years or more is provided for, than the average of the prices quoted for the Company's shares on the Euronext Paris market during the twenty (20) stock market sessions preceding the date of the Board of Directors' decision setting the opening date of the subscription; it being specified that the General Meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the aforementioned discount, in consideration, in particular, of the legal, regulatory and fiscal provisions of foreign law that may be applicable;
- 6) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
 - determine the list of beneficiaries of the category referred to in paragraph 1 above, of each issue and the number of shares and/or securities to be subscribed by each of them, within the limit of the maximum nominal amount referred to in paragraph 2 above;
 - determine the opening and closing dates for the subscription of shares and/or securities;
 - to set the amounts of the issues to be carried out pursuant to this delegation of authority and to deter-

mine, in particular, the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and dividend entitlement of the shares and/or securities, even retroactively, the rules of reduction applicable in the event of oversubscription, as well as the other terms and conditions of the issues, within the legal or regulatory limits in force;

- at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
- record the completion of the capital increase(s) and amend the Company's Articles of Association accordingly, and
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued by virtue of this delegation of authority, as well as for the exercise of the rights attached thereto.

7) This delegation of authority is granted for a period of eighteen (18) months from the date of this General Meeting.

OBJECTIVE

It is proposed that the General Meeting authorise the Board of Directors to decide, on one or more occasions, to issue ordinary shares in the Company and/or securities giving or capable of giving access to the Company's share capital, to the benefit of (i) practitioners registered with the Ordre des Médecins and practising on a self-employed basis, on a principal or secondary basis, their medical activities within the establishments owned by the Company or one of the companies it controls within the meaning of Article L. 233-3 of the French Commercial Code and/or (ii) practitioners, other than those referred to in (i) above, practising on a self-employed basis, on a principal or secondary basis, their paramedical activities within the establishments, within the meaning of Article L. 233-3 of the French Commercial Code. 233-3 of the French Commercial Code and/or (ii) practitioners, other than those referred to in (i) above, practising on a self-employed basis, on a principal or secondary basis, their paramedical activities within the establishments, up to a limit of 2.33 million euros.

The purpose of this resolution is to involve the patricians practising in Ramsay Santé establishments on a freelance basis in the Group's development according to terms comparable to those of the capital increases reserved for employees covered by the 30th resolution adopted by the Extraordinary General Meeting of 11 December 2020, in particular, the issue price of the shares pursuant to this delegation may not be more than 30% or 40% lower, when the planned lock-up period is greater than or equal to ten years, than the average of the prices quoted for the Company's shares on the Euronext Paris market during the twenty (20) trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription.

The shareholders' preferential subscription rights shall be waived in favour of the beneficiaries of the capital increases carried out pursuant to this delegation.

The issues that may be carried out by virtue of this delegation shall be deducted from the ceiling of 40 million euros provided for in the 14th resolution and from the ceiling of 20 million euros provided for in the 15th resolution.

This delegation of authority would be granted for a period of 18 months from the date of this General Meeting.



Twenty-second resolution - Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital, with cancellation of the shareholders' preferential subscription right and reserved for members of savings plans

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance, on the one hand, with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and, on the other hand, with those of Articles L. 3332-18 to L. 3332-24 of the French Labour Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, its authority to decide, on one or more occasions, in the proportions and at the times it sees fit, on the issue of ordinary shares in the Company and/or securities giving or capable of giving access to the Company's capital, reserved for the members of one or more company savings plans (or any other plan for whose members Articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) set up within a company or groups of companies, whether French or foreign, that are linked to it under the conditions of Article L. 225-180 of the Commercial Code and falling within the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the Labour Code, it being specified that the payment of the shares and/or securities subscribed for may be made either in cash or by offsetting against certain, liquid and payable debts held against the Company;
- 2) decides that the total nominal amount of the increase(s) likely to be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of two million three hundred and thirty thousand euros (€2,330,000) or the equivalent value of this amount on the date of the decision to issue, it being specified that this ceiling is autonomous and distinct from the ceilings provided for in paragraph 3 (a) of the fourteenth resolution and in paragraph 4 (a) of the fifteenth resolution submitted to this General Meeting, or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed the said resolutions during the period of validity of the present delegation;
- 3) cancels the preferential subscription rights of the Company's shareholders to the ordinary shares and/or securities giving or capable of giving access to the Company's capital, the issue of which may be carried out by virtue of this delegation of authority in favour of the beneficiaries indicated in paragraph 1 above;
- 4) notes that this delegation of authority automatically entails a waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will entitle them immediately or in the future, in favour of the beneficiaries indicated in paragraph 1 above, who are holders of the securities issued giving or that may give access to the Company's capital;
- 5) decides that the subscription price of the shares and/or securities giving or that may give access to the Company's capital may not be higher than the average, determined in accordance with the provisions of Article L. 3332-19 of the Labour Code, of the prices quoted for the Company's shares on the regulated market of Euronext Paris during the twenty (20) stock market sessions preceding the date of the decision setting the date of subscription, nor be more than 30% lower than this average or 40% lower when the period of unavailability provided for by the plan is greater than or equal to ten years, it being specified that the General Meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the above-mentioned discount, in consideration, in particular, of the legal, regulatory and fiscal provisions of foreign law applicable, if any; the Board of Directors may also replace all or part of the discount by the allocation of shares and/or securities giving access to the Company's capital pursuant to the provisions below;
- 6) authorises the Board of Directors, under the conditions of this delegation of authority and pursuant to Article L. 3332-21 of the Labour Code, to proceed, for the benefit of the beneficiaries indicated in paragraph 1 above, with the free allocation of shares and/or other securities giving immediate or future access to the Company's shares, it being understood that the total benefit resulting from this allocation by way of the employer's contribution and/or the discount may not exceed the legal or regulatory limits;

- 7) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
- to determine, in accordance with the law, the list of companies or groups of companies whose beneficiaries indicated in paragraph 1 above may subscribe to the shares and/or securities giving or capable of giving access to the Company's capital thus issued and benefit, where applicable, from the shares and/or securities giving or capable of giving access to the Company's capital allocated free of charge;
 - decide that subscriptions for shares and/or securities may be made directly by beneficiaries who are members of a company or group savings plan (or similar plan), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;
 - to determine the conditions, particularly in terms of seniority, that beneficiaries must meet;
 - determine the opening and closing dates for the subscription of shares and/or securities;
 - to set the amounts of the issues to be carried out pursuant to this delegation of authority and to determine, in particular, the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and dividend entitlement of the shares and/or securities, even retroactively, the rules of reduction applicable in the event of oversubscription, as well as the other terms and conditions of the issues, within the legal or regulatory limits in force;
 - in the event of a free allocation of shares or securities giving or capable of giving access to the capital, to determine the nature, characteristics and number of shares or securities giving or capable of giving access to the capital to be issued, the number to be allocated to each beneficiary, and to determine the dates, deadlines, terms and conditions for the allocation of these shares or securities giving access to the capital within the legal and regulatory limits in force;
 - in the event of the issue of new shares, to charge, if necessary, against the reserves, profits or issue premiums, the sums necessary to pay up the said shares;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - record the completion of the capital increase(s) and amend the Company's Articles of Association accordingly, and
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued by virtue of this delegation of authority, as well as for the exercise of the rights attached thereto.
- 8) This delegation of authority is granted for a period of twenty-six (26) months from the date of this General Meeting. It replaces that granted by the Extraordinary General Meeting of 11 December 2020 in its thirtieth resolution for the unused portion.

OBJECTIVE

It is proposed that the General Meeting renews the authorisation given to the Board of Directors to decide, on one or more occasions, to issue ordinary shares in the Company and/or securities giving or capable of giving access to the Company's capital, reserved for members of one or more company savings plans of the Company or of French or foreign companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, up to a limit of 2.33 million euros.

The objective of this resolution is to involve the Group's employees in its development. Employee shareholding operations allow to reinforce their motivation and commitment, and to increase the feeling of belonging to the Group.

The shareholders' preferential subscription right shall be waived in favour of the beneficiaries of the capital increases carried out pursuant to this delegation. The issues that may be carried out pursuant to this

delegation shall not be deducted from the ceiling of 40 million euros provided for in the 14th resolution and from the ceiling of 20 million euros provided for in the 15th resolution, the ceiling of 2.33 million euros being autonomous and distinct.

This delegation of authority would be granted for a period of 26 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 11 December 2020.

Twenty-third resolution - Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or securities giving or that may give access to the capital, with cancellation of the shareholders' preferential subscription right and reserved for a category of beneficiaries

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 et seq. and L. 225-138 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, its authority to decide, on one or more occasions, in the proportions and at the times it sees fit, on the issue of ordinary shares in the Company and/or securities giving or capable of giving access to the Company's share capital to the benefit of one or more of the categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of companies associated with the Company within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entities, with or without legal personality, subscribing on behalf of the persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to offer the persons designated in paragraph (i) above a savings or shareholding scheme comparable to those offered to the Company's employees in France, it being specified that the payment of the shares and/or securities subscribed for may be made either in cash or by offsetting against certain, liquid and payable claims against the Company;
- 2) decides that the total nominal amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of two million three hundred and thirty thousand euros (€2,330,000) or the equivalent value of this amount on the date of the decision to issue, it being specified that (i) the nominal amount of the capital increase(s) carried out pursuant to this resolution shall be deducted from the amount of the ceiling provided for in paragraph 2 of the twenty-second resolution and that (ii) this ceiling is autonomous and distinct from the ceilings provided for in paragraph 3 (a) of the fourteenth resolution and in paragraph 4 (a) of the fifteenth resolution submitted to this General Meeting or, where applicable, on the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed the said resolutions during the period of validity of this delegation;
- 3) cancels the preferential subscription rights of the Company's shareholders to the shares and/or securities giving or that may give access to the Company's capital, the issue of which may be carried out by virtue of this delegation of authority in favour of the beneficiaries indicated in paragraph 1 above;
- 4) notes that this delegation of authority automatically entails a waiver by the Company's shareholders of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement, in favour of the beneficiaries indicated in paragraph 1 above, who are holders of the securities issued giving or that may give access to the Company's capital;
- 5) decides that the issue price of the shares and/or securities giving or capable of giving access to the Company's capital which will be issued by virtue of this delegation of authority may not be higher than the average of the prices quoted for the Company's shares on the Euronext Paris market during the twenty (20) stock market sessions preceding the date of the decision of the Board of Directors setting the opening date of the subscription, nor may it be more than 30% lower than this average or 40% lower when the period of unavailability provided for by the plan is greater than or equal to ten years; it being specified that the General

Meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the above-mentioned discount, in consideration, in particular, of the legal, regulatory and fiscal provisions of foreign law that may be applicable. Furthermore, in the event of a transaction carried out under this resolution concurrently with a transaction carried out pursuant to the twenty-second resolution, the subscription price of the shares issued under this resolution may be identical to the subscription price of the shares issued on the basis of the twenty-second resolution submitted to this General Meeting.

- 6) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this delegation of authority, and in particular:
- determine the list of beneficiaries of the category referred to in paragraph 1 above, of each issue and the number of shares and/or securities to be subscribed by each of them, within the limit of the maximum nominal amount referred to in paragraph 2 above;
 - determine the opening and closing dates for the subscription of shares and/or securities;
 - to set the amounts of the issues to be carried out pursuant to this delegation of authority and to determine, in particular, the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and dividend entitlement of the shares and/or securities, even retroactively, the rules of reduction applicable in the event of oversubscription, as well as the other terms and conditions of the issues, within the legal or regulatory limits in force;
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
 - record the completion of the capital increase(s) and amend the Company's Articles of Association accordingly; and
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares and/or securities issued by virtue of this delegation of authority, as well as for the exercise of the rights attached thereto.
- 7) This delegation of authority is granted for a period of eighteen (18) months from the date of this General Meeting. It replaces that granted by the Ordinary General Meeting of 9 December 2021 in its seventeenth resolution for the unused portion.

OBJECTIVE

It is proposed that the General Meeting renews the authorisation given to the Board of Directors to decide, on one or more occasions, to issue ordinary shares of the Company and/or securities giving or capable of giving access to the Company's capital, to the benefit of one or more categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of companies associated with the Company within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entities, with or without legal personality, subscribing on behalf of the persons designated in paragraph (a) above; and (iii) one or more companies or individuals having their registered office outside France. 3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entities, whether or not they have legal personality, subscribing on behalf of the persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to offer the persons designated in paragraph (i) above a savings or shareholding scheme comparable to those offered to the Company's employees in France, up to a limit of 2.33 million euros.

The purpose of this resolution is to involve the Group's employees, and more specifically those of the Group's new foreign subsidiaries, who could not benefit from the provisions of the twenty-second resolution, in its development. Employee shareholding operations make it possible to strengthen their motivation and commitment, and to increase the feeling of belonging to the Group.

The shareholders' preferential subscription rights shall be waived in favour of the beneficiaries of the capital increases carried out pursuant to this delegation.

2.33 million provided for in paragraph 2 of the 22nd resolution but (ii) shall not be counted against the ceiling of 40 million euros provided for in the 14th resolution and the ceiling of 20 million euros provided for in the 15th resolution.

This delegation of authority would be granted for a period of 18 months from the date of this General Meeting.

Twenty-fourth resolution - Authorisation for the Board of Directors to make free allocations of existing shares or shares to be issued, to the benefit of eligible employees and/or corporate officers of the Company and/or its affiliates

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 of the French Commercial Code:

- 1) authorises the Board of Directors to proceed, on one or more occasions, with free allocations of existing or newly issued ordinary shares of the Company to the beneficiaries or categories of beneficiaries that it shall determine from among the employees and/or corporate officers of the Company or of companies or groups that are linked to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and under the conditions defined below;
- 2) decides that the total number of existing shares or shares to be issued granted free of charge pursuant to this authorisation may not exceed 3% of the total number of shares comprising the Company's share capital on the date of the decision to grant them by the Board of Directors, it being specified that the shares granted to the Company's executive officers pursuant to this authorisation may not represent more than 0.3% of the share capital on the date of the decision to grant them by the Board of Directors; these ceilings apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the Company's share capital subsequent to this General Meeting;
- 3) decides that the total nominal amount of the capital increase(s) carried out by virtue of this authorisation shall be deducted from the amount of the ceilings provided for in paragraph 3 (a) of the fourteenth resolution and in paragraph 4 (a) of the fifteenth resolution submitted to this General Meeting or, as the case may be, from the amount of the ceiling that may be provided for by any resolution of the same nature that may succeed the said resolutions during the period of validity of this delegation;
- 4) decides that, in accordance with the law, the allocation of the shares to their beneficiaries will be definitive either (i) at the end of a minimum acquisition period of one (1) year, the minimum duration of the obligation for the beneficiaries to retain the shares being set at one (1) year as from the definitive allocation of the shares, or (ii), for all or part of the shares allocated, at the end of a minimum acquisition period of two (2) years, and in this case, without a minimum holding period, it being understood that the Board of Directors shall have the option to choose between these two possibilities and to use them alternatively and concurrently, and may in either case extend the vesting period, as well as, in the first case, extend the holding period and, in the second case, set a holding period;
- 5) decides that the allocation of shares to their beneficiaries shall become final before the expiry of the acquisition period and that the said shares shall be freely transferable, in the event of the beneficiary's disability, under the conditions provided for by law;
- 6) decides that the definitive allocation of shares to the Company's executive officers will be subject to the achievement of performance conditions to be defined by the Board of Directors;
- 7) notes that this authorisation automatically entails a waiver by the Company's shareholders, in favour of the beneficiaries of the shares allocated free of charge, of (i) their preferential subscription right to the shares to be issued and allocated free of charge, (ii) the part of the reserves, profits or premiums that will be incorporated into the capital in the event of the allocation of new shares free of charge, and (iii) any right to the existing shares allocated free of charge;

- 8) notes that in the event of a free allocation of shares to be issued, this authorisation shall entail, as and when the said shares are definitively allocated, a capital increase by incorporation of reserves, profits or issue premiums in favour of the beneficiaries of the said shares. The corresponding capital increase shall be definitively realised by the sole fact of the definitive allocation of the shares to the beneficiaries;
- 9) notes that the Board of Directors must report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under the terms of this resolution under the conditions provided for by the law and regulations, in particular Article L. 225-197-4 of the Commercial Code;
- 10) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this authorisation, and in particular:
- to determine whether the free shares granted are new shares to be issued or existing shares, and if so, to modify its choice before the final allocation of the shares;
 - to determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the free allocations of shares among the members of the salaried personnel and the corporate officers of the Company or of the aforementioned companies or groupings and the number of shares allocated to each of them;
 - set the conditions and, where applicable, the criteria for the free allocation of shares, in particular the performance criteria, the duration of the vesting period and, where applicable, the holding period required of each beneficiary under the conditions set out above, it being specified that, with regard to the shares to be granted free of charge to executive directors, the Board of Directors shall either (a) decide that the shares may not be sold by the interested parties before the termination of their functions, or (b) determine the quantity of shares that they are required to keep in registered form until the termination of their functions;
 - provide for the possibility of temporarily suspending allocation rights in the event of financial transactions;
 - to make any adjustments to the number of free shares allocated in order to preserve the rights of beneficiaries, depending on any transactions affecting the Company's capital during the acquisition period, in particular in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, the allocation of free shares or the issue of new securities with preferential subscription rights reserved for shareholders; it is specified that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initially allocated;
 - in the event of the issue of new shares, charge, where applicable, against the reserves, profits or issue premiums, the sums required to pay up the said shares in full, record the completion of any capital increase carried out pursuant to this authorisation, make the corresponding amendments to the Company's Articles of Association and carry out all necessary acts and formalities; and
 - generally, enter into any agreement, in particular to successfully complete the planned allocations, take all measures and carry out all formalities useful for the issue, admission to trading and financial service of the shares to be issued under this authorisation.
- 11) This authorisation is granted for a period of thirty-eight (38) months from the date of this General Meeting. It replaces the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its thirty-second resolution for the unused portion.

OBJECTIVE

In order for the free allotment of shares in the Company to benefit employees and executive officers, where applicable, and in order to strengthen the Group's remuneration policy, it is proposed that the General Meeting authorise the Board of Directors, for a period of 38 months from the date of this General Meeting, to grant free allotments of shares in the Company to beneficiaries to be determined by the Board of Directors from among the employees and executive officers of the Company or of companies or groupings related to

it within the meaning of Article L. 225-197-2 of the French Commercial Code. 225-197-2 of the Commercial Code.

The final allocation of shares to executive directors will be subject to the achievement of performance conditions to be defined by the Board of Directors.

In accordance with the law, the allocation of shares to their beneficiaries will be definitive either (i) at the end of a minimum vesting period of one year, the minimum duration of the obligation for the beneficiaries to hold the shares being set at one year from the definitive allocation of the shares, or (ii), for all or part of the shares allocated, at the end of a minimum vesting period of two years, and in this case, without a minimum holding period. The Board of Directors shall have the option to choose between these two possibilities and to use them alternatively and concurrently, and may in either case extend the vesting period, as well as, in the first case, extend the holding period and, in the second case, set a holding period.

The draft resolution maintains the total number of shares that may be granted under this authorisation at 3% of the share capital, and the limit on the number of shares that may be granted to executive directors at the same time at 0.3% of the share capital.

The issues that may be carried out by virtue of this delegation shall be deducted from the ceiling of 40 million euros provided for in the 14th resolution and from the ceiling of 20 million euros provided for in the 15th resolution.

The shareholders' preferential subscription rights shall be waived in favour of the beneficiaries of the capital increases carried out pursuant to this delegation.

This delegation of authority would be granted for a period of 38 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 13 December 2018, which was not used.

Twenty-fifth resolution - Authorisation for the Board of Directors to reduce the Company's capital by cancelling treasury shares

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code:

- 1) authorises the Board of Directors to cancel, on one or more occasions, at its sole discretion, all or part of the shares acquired or to be acquired by the Company by virtue of the authorisation granted to the Board of Directors for the purpose of trading in the Company's shares under the terms of the nineteenth resolution submitted to this General Meeting, or by virtue of authorisations granted prior or subsequent to this General Meeting, up to a limit of 10% of the Company's share capital per twenty-four (24) month period. It is recalled that the aforementioned 10% limit applies to an amount of the Company's capital that shall be adjusted, if necessary, to take into account transactions affecting the Company's capital subsequent to this General Meeting;
- 2) authorises the Board of Directors to reduce the share capital accordingly, and to charge the difference between the repurchase price of the cancelled shares and their nominal value to the premiums and available reserves of its choice, including to the legal reserve within the limit of 10% of the reduction in capital achieved;
- 3) grants all powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by the law and regulations, to implement this authorisation, and in particular:
 - to determine the final amount of any capital reduction, to set the terms and conditions and to record the completion of the reduction;
 - to amend the Company's Articles of Association accordingly;

- carry out all formalities, procedures and declarations with all bodies, and in particular with the Autorité des Marchés Financiers; and
 - Generally speaking, do whatever is necessary.
- 4) This authorisation is granted for a period of twenty-four (24) months from the date of this General Meeting. It replaces the authorisation granted by the Extraordinary General Meeting of 11 December 2020 in its thirty-third resolution for the unused portion.

OBJECTIVE

It is proposed that the General Meeting authorise the Board of Directors to cancel all or part of the shares that would be acquired under the terms of the nineteenth resolution submitted to this General Meeting, or by virtue of authorisations given prior or subsequent to this General Meeting, and to reduce the Company's share capital accordingly, within the limit of 10% of the share capital per 24-month period, in order to allow shareholders to benefit from the Company's profits.

This authorisation would be granted for a period of 24 months from the date of this General Meeting and would replace the delegation granted by the Extraordinary General Meeting of 11 December 2020.

Twenty-sixth resolution

Powers to carry out legal formalities.

Twenty-sixth resolution - Powers to carry out legal formalities

The General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Meetings, gives full powers to the bearer of an original, copy or extract of the minutes of this General Meeting to carry out any publicity, filing and other formalities that may be required.

OBJECTIVE

This 26th and last resolution is the usual resolution that allows the completion of the advertisements and legal formalities following the holding of the General Meeting.



HOW TO PARTICIPATE IN THE GENERAL MEETING

CONDITIONS FOR PARTICIPATION IN THE MEETING

Any shareholder can participate in the General Meeting, regardless of the number of shares he or she owns. Regardless of the method of participation you choose, you must prove your status as a shareholder.

In accordance with Article R. 22-10-28 of the French Commercial Code, you must therefore, on the second business day preceding the date of the General Meeting, i.e. no later than midnight, Paris time, on 6 December 2022:

- **for your registered shares:** be registered in a registered account (pure or administered);
- **for your bearer shares:** have the financial intermediary who manages your securities account draw up a certificate of participation as soon as possible, which must be attached to the voting form or the request for an admission card.

HOW TO PARTICIPATE IN THE MEETING

The form for voting by post or by proxy below is sent automatically by post to shareholders registered in a pure or administered registered account. For bearer shareholders, this form must be requested from the financial intermediary who manages their shares.

Any shareholder who has not been able to obtain this voting form can download it from the Ramsay Générale de Santé website, www.ramsaysante.fr, under the heading “Financial Information / General Meetings”.

A. YOU WISH TO ATTEND THE MEETING IN PERSON

You must apply for an admission card, which is essential to be admitted to the meeting and to vote:

- **by ticking box A** of the postal voting form;

and

- by returning the form no later than **4 December 2022**:
 - **For registered shareholders:** using the enclosed T envelope or by post to CIC Service Assemblées 6, avenue de Provence 75009 Paris
 - **For bearer shareholders:** to the intermediary managing their securities account.

B. YOU WISH TO VOTE BY POST OR BE REPRESENTED AT THE MEETING

All you have to do is:

- **choose** among the three possibilities offered to you, namely:
 - **vote by post**, resolution by resolution, by blackening the boxes of the resolutions you do not agree with or for which you wish to abstain, or
 - **give your proxy to the Chairman of the meeting**: he will then vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against them if they are not, or
 - **give proxy to any person of your choice**, identifying the person named who will be present at the meeting

And

- **return the form** no later than **4 December 2022**:
 - **For registered shareholders**: using the enclosed T envelope or by mail to CIC Service Assemblées 6, avenue de Provence 75009 Paris
 - **For bearer shareholders**: to the intermediary managing their securities account.

If your shares are bearer shares, you must also attach the certificate of participation.

APPOINTMENT AND REVOCATION OF PROXY FOR THE MEETING

In accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the Commercial Code, notification of the appointment and revocation of a proxy may be made by electronic means as follows:

- **for pure registered shareholders**: by sending an e-mail to the following e-mail address: serviceproxy@cic.fr specifying their surname, first name, address and their identifier as well as the surname and first name of the appointed or revoked proxy;
- **for holders of administered registered shares or bearer shares**: by sending an e-mail to the following e-mail address: serviceproxy@cic.fr specifying their full name, address and bank references as well as the name and surname of the appointed or revoked proxy, and then asking their authorised intermediary who manages their securities account to send written confirmation to CIC Service Assemblées 6, avenue de Provence 75009 Paris.

Only those notifications of appointment or revocation of proxies that are duly signed, completed and received no later than three days before the date of the General Meeting may be taken into account.



YOU WISH TO ASK A WRITTEN QUESTION

In accordance with the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Chairman of the Board of Directors. These questions must be sent to the company's registered office, by registered letter with acknowledgement of receipt or by electronic means to the following address questions@ramsaysante.fr at the latest on the fourth business day preceding the date of the general meeting, i.e. 2 December 2022. They must be accompanied by a certificate of account registration.

DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

In accordance with the applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with general meetings will be available at the company's registered office, 39, rue Mstislav Rostropovitch 75017 Paris, within the legal deadlines, and, for the documents provided for in Article R. 22-10-23 of the French Commercial Code, on the company's website at the following address: www.ramsaysante.fr.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



ASSEMBLÉE GÉNÉRALE MIXTE
DU 8 DECEMBRE 2022 à 10H00
Combined General Meeting of Shareholders
To be held on December 8th, 2022 at 10.00 am

Au CITY MONCEAU RIO
4 Place de Rio de Janeiro - 75008 Paris

S.A. au capital de 82 792 267,50 €
 Siège social : 39 RUE MITSISLAV ROSTROPOVITCH - 75017 PARIS
 383 699 048 RCS PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Vote simple / Single vote

Vote double / Double vote

Nominatif / Registered

Porteur / Bearer

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

<input type="checkbox"/> JE VOTE PAR CORRESPONDANCE // I VOTE BY POST Cf. au verso (2) - See reverse (2)		Sur les projets de résolutions non agréés, je vote en notifiant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.									
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this, for which I vote No or I abstain.		A	B	C	D	E	F	G	H	J	K
1	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en notifiant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting

- Je m'abstiens. / I abstain from voting

- Je donne procuration (cf. au verso renvoi (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom
 I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard : To be considered, this completed form must be returned no later than:
 sur 1^{ère} convocation / on 1st notification 4 décembre 2022 inclus / December 4th, 2022 included
 sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank
 à la société / to the company

CIC -Service Assemblées-6, avenue de Provence 75009 PARIS ou par email : serviceproxy@cic.fr

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale.
 * If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
 I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature



RAMSAY GÉNÉRALE DE SANTÉ S.A.

DESIGNATION OF THE REGISTERED SECURITIES ACCOUNT HOLDER

The securities and financial services of Ramsay Générale de Santé are provided by
CIC Market Solutions (Euroclear member n°25).

Registered shareholders can obtain all information from:

CIC Market Solutions de Marché Primaire - Emetteurs

6 avenue de Provence
75452 Paris cedex 09
Tel : 01 53 48 80 10
Fax : 01 49 74 32 77
Email : 34318@cic.fr

REQUEST FOR DOCUMENTATION AND INFORMATION

To be sent to:
Ramsay Générale de Santé
Shareholder Relations
39, rue Mstislav Rostropovitch
CS 60053
75850 PARIS CEDEX 17



Ramsay Générale de Santé S.A.
Société anonyme with a capital of 82,792,267.50 euros
Registered office: 39, rue Mstislav Rostropovitch – 75017 PARIS
N° 383 699 048 RCS PARIS

I, the undersigned

Last name:
First names:.....
Adress:
.....

Requests that the documents and information concerning the Combined General Meeting of 8 December 2022 provided for in Articles R. 225-81 and R. 225-83 of the Commercial Code be sent.

Done at:

Signature

Ramsay Santé
39, rue Mstislav Rostropovitch
75017 Paris
ramsaysante.fr



Ramsay
Santé