

Information notice relating to the entry into related-party transactions pursuant to Article L.22-10-13 of the French Commercial Code

On 28 February 2024, Clariane S.E. (the "**Company**") entered into a related-party agreement with Predica, Prévoyance Dialogue du Crédit Agricole ("**Predica**"), the Company's largest shareholder, holding 24.7% of its share capital and voting rights. Predica is also a member of the Company's Board of Directors as a legal entity and has a second Director as a natural person appointed by the general meeting upon proposal of Predica.

This agreement is an amendment to the memorandum of understanding entered into on November 13, 2023, which was the subject of a previous information notice published on November 13, 2023 and available on the Company's website (the "**Initial Memorandum**").

It should be noted that the Initial Memorandum was concluded in the context of the overall plan to strengthen the Company's financial structure, the main terms of which were described in a Company press release published on 14 November 2023.

This plan to strengthen the Company's financial structure comprised four components, including a proposed capital increase with preferential subscription rights to raise a gross amount of 300 million euros to strengthen its equity capital, with a commitment by Predica to subscribe 200 million euros on an irreducible and reducible basis, and the support of banking institutions to guarantee the balance of the capital increase for 100 million euros.

The purpose of the amendment is to reflect certain undertakings given by Predica to the AMF in connection with its application for exemption from the obligation to file a tender offer which was granted on February 8, 2024 on the basis of articles 234-8, 234-9 2° and 234-10 of the AMF's General Regulations (see AMF decision no. 224C0227 of February 8, 2024).

Under the Initial Memorandum, Predica undertook:

- to vote in favor of the resolutions required to implement the capital increase;
- to support the Company in its active search for institutional investors willing to participate in the capital increase; and
- in the event of a takeover of the Company following completion of the capital increase, to maintain the Company's listing and not to increase its stake in the Company's capital for a minimum period of six (6) months.

The amendment made the following clarifications and adjustments:

- Predica undertakes to cap its voting rights at the extraordinary general meeting called to vote on the resolutions relating to the capital increase (and only for the resolutions relating to the capital increase) at 1/3 of the voting rights of the shareholders present or represented;
- Predica's commitment to subscribe to the capital increase on a reducible basis may also take the form, in whole or in part, of a guarantee commitment. This reducible subscription and/or guarantee commitment could be reduced in favour of subscription and/or guarantee commitments that would be made by shareholders or third-party institutional investors, Predica undertaking to vote at the Company's Board of Directors in favour of any solution that would favour both the success of the capital increase and such a reduction of its reducible subscription and/or guarantee commitment ;
- in the event of a takeover of the Company following completion of the capital increase,

Predica undertakes to maintain the Company's listing and not to increase its stake in the Company's capital for a minimum period of twelve (12) months (instead of the 6 months provided for in the Initial Memorandum).

The other stipulations of the Initial Memorandum not modified by the amendment remain unchanged.

The Company's Board of Directors authorized the signature of this amendment at its meeting of February 28, 2024, and in accordance with article L. 225-38 of the French Commercial Code, Mrs. Florence Barjou, Predica's permanent representative on the Board of Directors, and Mr. Matthieu Lance, a Director appointed on the proposal of Predica, have not participated in the discussions and the vote.

The Initial Memorandum and the amendment will be submitted to the approval of the Shareholders' General Meeting.

It is reminded that, in accordance with article R.22-10-17 of the French Commercial Code, the amount of the last net income (Group share) of the Company was 63.2 million euros as at 31 December 2023.