

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

On 14 February 2025, Clariane S.E. (the "**Company**") amended and extended its syndicated facility, comprising a term loan and a revolving credit facility with final maturity of May 2029 (the "**Loan**") subject to the fulfilment of certain conditions, with BNP Paribas, Crédit Agricole group, Crédit Industriel et Commercial, HSBC Continental Europe, Société Générale and all the lenders listed in schedule 1 of the Loan.

The Company's Board of Directors has authorised the Loan to be entered into insofar as it is entered into with companies of the Crédit Agricole group, which includes Predica, a shareholder holding more than 10% of the Company's capital and voting rights.

The renewed documentation includes the following commitments:

- the replacement of the operating leverage ratio by a consolidated leverage ratio (financial leverage ratio "wholeco");
- the amendment to the mandatory early repayment clause linked to proceeds from asset disposals currently being carried out by the Group. The repayments are now capped at 40% of the net proceeds from disposals (instead of 75% previously) for the remaining disposals to be completed during 2025, within a cumulative limit of €700 million;
- a reduction in the amount of the syndicated facility to €625 million by May 2026, as follows: (i) the term loan of €340 million in February 2025 (€390.4 million at 31 December 2024) reduced to €300 million and (ii) the revolving credit facility of €492.5 million, currently fully drawn down, reduced to €325 million;
- the option for the Group to extend the maturities to May 2029, subject to the following conditions: repayment, refinancing or extension of maturities of (i) €300 million of debt maturing in 2027 before 28 February 2027 (initial maturity), and (ii) €480 million of debt maturing in 2028 before 30 May 2028. In both cases, the revolving loan must be fully undrawn on the extension dates.
- the commitment by the Group to obtain ratings from at least two rating agencies by 30 June 2026;
- the addition of a half-year minimum liquidity covenant;
- the dividend payout restrictions introduced in July 2023 continue to apply, with no distributions permitted as long as the financial leverage ratio "wholeco" remains above 4x at the reporting date (instead of 3.5x previously for Opco leverage) and payouts capped at 40% of net profit;
- no redemption of hybrid instruments with debt, except through refinancing based on capital or other hybrid instruments, as long as the Group's financial leverage ratio "wholeco" remains above 5x (instead of 3.5x previously);
- the Group also announced that the syndicated loan was to be indexed to environmental, social and governance (ESG) targets. In line with its ESG ambitions and the central role of ESG in its strategy, the financial terms of the syndicated loan will be indexed to non-financial

indicators relating to qualifying training paths, health and safety at work and ISO 9001 audits. The targets for 2025 have been set and a *rendez-vous* clause ensures new targets will be set for the remaining years (notably following the completion of the disposal programme). The margin on the syndicated loan will be adjusted upwards or downwards depending on whether or not the non-financial targets are met.

The Board of Directors of the Company authorized, upon recommendation of the Audit Committee, the conclusion of this Loan, during its meeting of 5 February 2025, in accordance with Article L. 225-38 of the French Commercial Code. Mrs Florence Barjou, representing Predica, and Mr Matthieu Lance, appointed on the recommendation of Predica, members of the Board of Directors, did not take part in the discussions or vote.

The related-party agreement will be submitted to the General Meeting of Shareholders for approval.

*It is reminded that, in accordance with Article R. 22-10-17 of the French Commercial Code, the amount of the last net profit (Group share) of the Company was -55,122 million euros as at 31 December 2024.*