

# **MCPHY ENERGY**

Société anonyme

79, rue Général Mangin

38100 Grenoble

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## **Statutory auditors' report on the share capital decrease**

Combined Shareholders' Meeting of 24 May 2023 - 17<sup>th</sup> resolution

SARL AUDIT EUREX

Technosite Altéa  
196 rue Georges Charpak  
74100 Juvigny

S.A.R.L au capital de 8 000 €  
433 396 496 RC Thonon

Société de Commissariat aux Comptes inscrite  
à la Compagnie Régionale de Dauphiné Savoie

DELOITTE & ASSOCIES

6, place de la Pyramide  
92908 Paris-La Défense Cedex

S.A.S. au capital de 2 188 160 €  
572 028 041 RCS Nanterre

Société de Commissariat aux Comptes inscrite à la  
Compagnie Régionale de Versailles et du Centre

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*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.*

To the McPhy Energy Shareholders' Meeting

In our capacity as statutory auditors of your company and pursuant to the procedures set forth in Article L.22-10-62 of the French Commercial Code (*Code de commerce*) concerning share capital decreases by cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed share capital decrease.

You are asked to delegate to your Board of Directors, for a period of 18 months as of the date of this Shareholders' Meeting, full powers to cancel, up to a maximum of 10% of the total number of shares comprising the share capital, by 24-month period, the shares purchased by your Company pursuant to an authorization to purchase its own shares under the provisions of the above-mentioned Article.

We performed the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. These procedures consisted in verifying the fairness of the reasons for and the terms and conditions of

the proposed share capital decrease, which does not undermine shareholder equality.

We have no matters to report on the reasons for or terms and conditions of the proposed share capital decrease.

Juvigny and Paris-La Défense, 3 May 2023

The Statutory Auditors

SARL Audit Eurex

Deloitte & Associés

Guillaume BELIN

Hélène DE BIE