

7.4.3.1. Authorizations and delegations as at December 31, 2023

The financial authorizations and delegations of authority to increase the capital granted by the shareholder General Meeting to the Board of Directors in effect on December 31, 2023 were⁽¹⁾ :

Shareholders General Meeting and resolutions concerned	Nature of authorization or delegation	Maximum amount (nominal value)	Duration and Expiry date	Use in 2023
Issue of share and securities granting access to the share capital				
AGM May 24, 2023, 18 th resolution	Issue with preferential subscription rights ("PSR")	<ul style="list-style-type: none"> Capital: 20% of share capital (i.e. €671,018) Debt securities: €100 M up to the Aggregate Limits 	26 months July 23, 2025	None
AGM May 24, 2023, 19 th resolution	Issue without PSR, by public offering, other than an offering under 1° of Article L. 411-2 of the French Monetary and Financial Code (MFC)	<ul style="list-style-type: none"> Capital: 20% of share capital (i.e. €671,018) Debt securities: €100 M up to the Aggregate Limits 	26 months July 23, 2025	None
AGM May 24, 2023, 20 th resolution	Issue without PSR, by public offering under 1° of article L.411-2 of the MFC	<ul style="list-style-type: none"> Capital: 20% of share capital (i.e. €671,018) Debt securities: €100 M up to the Aggregate Limits 	26 months July 23, 2025	None
AGM May 24, 2023, 21 st resolution	Issue without PSR to categories of persons meeting specified characteristics ⁽¹⁾ in accordance with Article L. 225-138 of the French Commercial Code	<ul style="list-style-type: none"> Capital: 20% of share capital (i.e. €671,018) Debt securities: €100 M up to the Aggregate Limits 	18 months November 23, 2024	Maximum of 4,800,000 shares / 17.17% of share capital ⁽²⁾
AGM May 24, 2023, 22 nd resolution	Determination of the issue price, associated with an issue without PSR (pursuant to the 19 th and 20 th resolutions above)	<ul style="list-style-type: none"> 10% of share capital (on date of issue, over a 12-month period) up to the Aggregate Limits 	26 months July 23, 2025	None
AGM May 24, 2023, 23 rd resolution	Increase in the number of shares issued in the event of excess demand	<ul style="list-style-type: none"> 15% of the initial issue up to the Aggregate Limits 	26 months July 23, 2025 ⁽³⁾	None
AGM May 24, 2023, 24 th resolution	Share capital increase by incorporation of premium or reserves	<ul style="list-style-type: none"> €100,000 up to the Aggregate Capital Limit 	26 mois 23 juillet 2025	None
AGM May 24, 2023, 25 th resolution	Issue to remunerate contributions in kind comprising capital securities or transferable securities granting access to the capital	<ul style="list-style-type: none"> 10% of share capital (at time of issue) up to the Aggregate Limits 	26 months July 23, 2025	None
AGM May 24, 2023, 26 th resolution	Issue without PSR to remunerate securities contributed in case of public offering of exchange initiated by the Company	<ul style="list-style-type: none"> Capital: 20% of share capital (i.e. €671,018) Debt securities: €100 M up to the Aggregate Limits 	26 months July 23, 2025	None
AGM May 24, 2023, 28 th resolution	Aggregate limit - capital - of issues likely to be completed by virtue of aforementioned delegations (the "Aggregate Capital Limit")	<ul style="list-style-type: none"> Capital: 20% of share capital (i.e. €671,018) 	N/A	Maximum of 4,800,000 shares / 17.17% of share capital ⁽²⁾
AGM May 24, 2023, 29 th resolution	Aggregate Limit - debt securities - for issues that may be carried out under the relevant delegations (the "Aggregate Debt Limit", and together with the Aggregate Capital Limit, the "Aggregate Limits")	<ul style="list-style-type: none"> Debt securities: €100 M 	N/A	None

⁽¹⁾ The full text of the authorizations and delegations is available on the Company's website (section: General Meetings)

Shareholders General Meeting and resolutions concerned	Nature of authorization or delegation	Maximum amount (nominal value)	Duration and Expiry date	Use in 2023
Issue reserved to employees and/or corporate officers				
AGM May 24, 2023, 27 th resolution	Share capital increase for members of a company savings plan, with removal of preferential subscription rights	<ul style="list-style-type: none"> 1% of share capital (as at the date of the AGM) up to the Aggregate Capital Limit 	26 months July 23, 2025	None
AGM May 24, 2023, 30 th resolution	Allocation of free shares, new or existing, to the benefit of employees and Group corporate officers without PSR	<ul style="list-style-type: none"> Limit: 0.5 % of share capital (as at the date of the AGM) Sub-limit: 0.15% of share capital (as at the date of the AGM) for eligible corporate officers of the Company 	12 months May 23, 2024	107,500 shares, including 27,500 shares in favor of the Chief Executive Officer / 0.38% of share capital, including 0.098% in favor of the Chief Executive Officer ⁽⁴⁾
Share repurchase and cancellation				
AGM May 24, 2023, 16 th resolution	Company repurchase of its own shares	10% of share capital Unit price: €60 Total amount: €10 million	18 months November 23, 2024	Balance on December 31, 2023: 131,862 shares (0.47 % of the share capital) ⁽⁵⁾
AGM May 24, 2023, 17 th resolution	Reduction of share capital by cancellation of treasury shares	10% of share capital (per 24 month period)	18 months November 23, 2024	None

- (1) i.e. : (a) natural or legal persons (including companies), trusts or investment funds, or other investment vehicles whatever their form, governed by French or foreign law, investing on a regular basis in the energy, chemicals and clean-technology sectors and/or in small- or mid-cap growth companies participating in the issue for a unit investment amount in excess of one hundred thousand euros (€100,000) (including issue premium); (b) French or foreign companies, institutions or entities of any kind and/or industrial companies with a similar or complementary business to that of the Company, which may, where applicable, enter into or have entered into partnerships for the purpose of (i) developing hydrogen production, storage and distribution solutions and (ii) producing such solutions on industrial scale; and (c) French or foreign investment services providers, or any foreign institution with equivalent status, likely to guarantee the completion of an issue intended to be placed with the persons referred to above and, in this context, to subscribe to the securities issued.
- (2) Corresponding to the issue of share warrants that could result in the issue of a maximum of 4,800,000 shares and a capital increase (nominal value) of 576,000 euros. Percentage determined on the basis of the share capital at the date of the OGM of May 24, 2023 (i.e. 3,355,091.40 euros). Refer to section 7.4.3.2 of this Document.
- (3) Except for the 21st resolution, for which the term is 18 months / November 23, 2024.
- (4) These figures correspond to the "target" number of shares (100% pay-out). In the event of over-performance (130% pay-out), these figures refer to 139,750 shares, of which 35,750 allocated to the Chief Executive Officer, representing 0.499% of the share capital, of which 0.134% allocated to the Chief Executive Officer. Percentage determined on the basis of the share capital at the date of the OGM of May 24, 2023 (i.e. 27,959,095 shares). See also section 3.4.7.2.1 of this Document
- (5) Based on the share capital as at December 31, 2023. See also section 7.5 of this Document.

The option for the Board to repurchase shares or to use the delegations of authority and authorization to issue shares, securities or transferable securities granting access to the capital⁽²⁾ during a takeover bid aimed at the Company shares was excluded by the general meeting.

⁽²⁾ In accordance with the 16th and 18th to 26th resolutions of the Shareholder General Meeting of May 24, 2023