

nexity

la vie
ensemble

Meeting notice 2026

Thursday, 21 May 2026 at 10 am

at Chateauform' Le 28 George V, 28 avenue George V - 75008 Paris



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01 MESSAGE FROM THE CHAIRWOMAN AND CHIEF EXECUTIVE OFFICER

Dear Shareholder,

I am delighted to meet you once again at Châteauform' "Le 28 George V" on Thursday, 21 May 2026, to present, on behalf of the Board of Directors, Nexity's 2025 results, our projects, and the Group's outlook in an environment that remains constrained for the real estate market, due to ongoing geopolitical and economic uncertainties.

At the previous Annual General Meeting, I shared with you the transformation undertaken by the Group over the past two years toward a regional, multi-product urban operator model—designed to better address the needs of local communities and offer solutions aligned with our customers' purchasing power. The New Nexity is now fully up and running.

The year 2025 was a demanding one: we continued to adapt our model and further strengthened our financial discipline. We are now a regional, multi-product organisation, refocused on the planner-developer-operator model, and recent major commercial wins confirm the relevance of these choices. Today, the New Nexity—both a leader and agile—is in an excellent position to meet demand across the various markets, while staying true to our DNA: creating affordable, low-carbon housing that fosters community living.

The New Nexity ends 2025 with a deeply strengthened profile: a derisked, deleveraged Group, firmly repositioned. Despite a residential market at a historic low—down 11% compared with 2024—we have regained operating profitability and positive cash flow. Our current operating profit is now positive at €25 million.

Over the medium term, our pipeline secures five years of activity, including potential for 42,000 homes under promise and a €3.9 billion backlog. Our increased selectivity enables us to rebuild a secure, high-quality order book that is robust in terms of margin.

While the market remains shaped by a still-weak real estate cycle, several signals are creating a more positive climate and allow us to envisage the beginning of a turnaround—subject to the evolution of the conflict in the Middle East and its consequences, whose impact no one can assess at this stage.

With strong and secured liquidity, and as the leader in the residential real estate market, the Group enters 2026 with a simplified organisation, a refocused model, and the capacity to fully capture the cycle rebound when it materialises, while continuing to increase our margins and reduce our leverage ratio.

I am fully aware of the confidence entrusted in me by the Board of Directors—and of the responsibility that comes with it—to meet your rightful expectation that your company returns to a trajectory enabling, as soon as possible, the resumption of our dividend policy and growth in the share's value.

I look forward to seeing many of you on May 21, to exercise your shareholder rights through your questions and your vote. On behalf of Nexity's Board of Directors, I thank you for your confidence and your continued loyalty to our Company.

Véronique Bédague

02 HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

2.1 PARTICIPATION IN THE SHAREHOLDERS' MEETING

Nexity's Shareholders' Meeting will be held on **21 May 2026** at 10 am (Paris time) at Chateaufort' Le 28 George V, at 28 avenue George V – 75008 Paris.

This Shareholders' Meeting will be broadcast live in full, unless this is impossible or interrupted due to technical reasons, via webcast, accessible from the Group's website at the following address: <https://nexity.group/en/> (banner at the top of the page). An audiovisual recording of the Shareholders' Meeting will also be available on the Nexity website, under the conditions provided for by applicable laws and regulations.

All documents relating to this Meeting are available on the Group's website, in the Shareholders' Meetings section, at:

<https://nexity.group/en/finance/general-meetings>.



Preamble

Each year, Nexity's registered shareholders receive their Notice of Meeting and relevant documents for the Annual Shareholders' Meeting in the post.

From 1 July 2026 onwards, Nexity will send Notices of Shareholders' Meetings to its registered shareholders by email.

Decree No. 2026-94 of 13 February 2026 on the modernisation of communication methods states that from that date, registered shareholders must be invited to Shareholders' Meetings by email, except those who have requested to receive their Notices of Meeting by post, in accordance with legal terms and time limits, and those who have not provided an email address. These shareholders will receive their Notices of Meeting by post.

It is therefore essential that the Company has a valid email address for each registered shareholder.

How do I submit my email address?

If your shares are registered in a pure registered account:

1. Please go to: <https://www.investors.uptevia.com>.
2. Log in using your usual username and password. If you do not have your username and/or password, request them by clicking on: "Forgotten username or password".

3. Enter or update your email address in the "My profile" section by clicking on "Personal details" then "Contact details".
4. Then go to "My settings" and click on the "e-Notice of Meeting" section to select this option.
5. Tick the box "Notices of Shareholders' Meetings", then confirm.

If your shares are registered in an administered registered account or you are an employee shareholder:

- To register for the e-Notice of Meeting, you must contact your bank and ask for your email address to be sent to Uptevia.

In addition, as of the next Meeting, the documents that previously accompanied your paper Notice of Meeting will no longer be sent to you by post, but will only be accessible online, on Nexity's website:

<https://nexity.group/en/finance/general-meetings>.

2.1.1. Conditions of participation in the Shareholders' Meeting

To have the right to attend or vote by post or by proxy at this Shareholders' Meeting, shareholders must provide evidence of the shares registered in their name or the name of the intermediary registered on their behalf, no later than the fifth stock market trading day prior to the date of the Shareholders' Meeting, i.e. 14 May 2026, at midnight (Paris time):

- For holders of registered shares, in a pure registered account or an administered registered account held for the Company by its agent Uptevia (Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92 931 Paris la Défense Cedex); or
- For holders of bearer shares, registration of the securities in the bearer share accounts held by the authorised intermediary.

The registration of securities in the bearer share accounts held by the authorised intermediary must be evidenced by a shareholding certificate issued by that intermediary, if applicable by electronic means under the conditions provided for in Article R.225-61 of the French Commercial Code, and attached to the postal vote or proxy form (the "Single Voting Form"), or to the application for an admission card issued in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

In accordance with Article R.22-10-28 of the French Commercial Code, any shareholder who voted electronically, sent a proxy or requested an admission card or shareholding certificate may sell all or some of his or her shares at any time.

However, if this transfer of ownership occurs before the fifth business day preceding the Shareholders' Meeting, i.e. 14 May 2026 at midnight (Paris time), Nexity will invalidate or modify accordingly, as the case may be, the electronic vote, the proxy, the admission card or the shareholding certificate.

If the transfer of ownership occurs after the fifth business day preceding the Shareholders' Meeting, i.e. 14 May 2026 at midnight (Paris time), this transaction will not be taken into consideration by Nexity.

With regard to temporary shareholding transactions (lending and borrowing of securities), in accordance with the provisions of Article L.22-10-48 paragraph 1 of the French Commercial Code, temporary holders of shares are required to declare to the French Financial Markets Authority (Autorité des marchés financiers - AMF) and to the Company, no later than the fifth business day preceding the date of the Meeting, i.e. 14 May 2026 at midnight (Paris time), the number of shares temporarily held by them if the number of shares thus held on a temporary basis represents more than 0.5% of the voting rights.

This declaration must be made to the AMF using the following dedicated email address:
declarationpretsemprunts@amf-france.org

The Investor Relations Department of the Uptevia securities account manager is available to registered shareholders on 0800 007 535 from France or +33 (1) 49 37 82 36 from abroad.

A. You wish to attend the Shareholders' Meeting in person

In order to attend the Shareholders' Meeting in person, you must apply for an admission card.

Online:

Pure registered shareholder	Administered registered shareholder or employee shareholder	Bearer shareholder
Log in to your Shareholder Space at: https://www.investors.uptevia.com/ , using your usual login details.	Log in to the VoteAG website at: https://www.voteag.com/ using the temporary login details provided on the Single Voting Form or on the electronic notice of meeting.	Identify yourself on the Internet portal of your financial intermediary using your usual login details.
Follow the on-screen instructions to access the VOTACCESS website and request your admission card.		

By post:

Pure registered shareholder	Administered registered shareholder or employee shareholder	Bearer shareholder
The application for an admission card must be made using the Single Voting Form, attached to the notice of meeting:		
<ul style="list-style-type: none"> • Tick box A at the top of the form; • Sign and date the bottom of the form: write your full name and address on the bottom right of the form or if they are already printed, check they are correct. 		
Send the Form to Uptevia using the T envelope enclosed with the notice of meeting: Service Assemblées Générales – 90-110, Esplanade du Général-de-Gaulle – 92931 Paris-La Défense Cedex	Send the Form to Uptevia using the T envelope enclosed with the notice of meeting: Service Assemblées Générales – 90-110, Esplanade du Général-de-Gaulle – 92931 Paris-La Défense Cedex	The request must be sent to the financial intermediary who manages the securities account

Requests for admission cards by post must be received by Uptevia no later than three days before the Meeting, in accordance with the procedures indicated above.

It is the responsibility of the bearer shareholder to find out whether or not their financial intermediary, which manages their securities account, is connected to the VOTACCESS website and, if applicable, the terms and conditions of use of the VOTACCESS website.

Shareholders who have not received their admission card by the fifth stock market trading day prior to the Shareholders' Meeting, *i.e.* 14 May 2026, are invited to:

- For registered shareholders, visit the dedicated desks on the day of the Shareholders' Meeting with proof of identity; or
- For bearer shareholders, ask their financial intermediary to issue them with a shareholding certificate proving their status as a shareholder on the fifth business day preceding the Meeting.

02 HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

B. You are not attending the Shareholders' Meeting in person and wish to vote remotely

If you are unable to attend this Shareholders' Meeting in person, you may choose one of the following three options:

- 1. Vote by post;**
- 2. Give proxy to the Chairman:** for any proxy given to the Company without a named representative, the Chairman of the Shareholders' Meeting will vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions; or
- 3. Vote by proxy:** by appointing any other natural person or legal entity of your choice (such as another shareholder, your spouse or civil partner) as proxy, in accordance with applicable legal and regulatory provisions.

Proxies and powers of attorney can be revoked under the same formal conditions applicable to their appointment.

Shareholders who have sent a request for an admission card, a proxy or a postal voting form will not be able to change their method of participation in the Shareholders' Meeting.

Online:

For this Meeting, in accordance with the provisions of Article R.225-61 of the French Commercial Code and the Company's Articles of Association, electronic voting is available.

Pure registered shareholder	Administered registered shareholder or employee shareholder	Bearer shareholder
Log in to your Shareholder Space at: https://www.investors.uptevia.com/ , using your usual login details.	Log in to the VoteAG website at: https://www.voteag.com/ using the temporary login details provided on the Single Voting Form or on the electronic notice of meeting.	Identify yourself on the Internet portal of your financial intermediary using your usual login details.
Follow the on-screen instructions to access the VOTACCESS website and appoint or revoke a proxy		

If the shareholder's financial intermediary is not connected to the VOTACCESS website, it is specified that notification of the appointment or revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R.22-10-24 of the French Commercial Code, by sending an email to: ct-mandataires-assemblees@uptevia.com.

This email must include a scanned copy of the duly completed and signed Single Voting Form as an attachment. Bearer shareholders must also attach to their email the shareholding certificate issued by their authorised intermediary. Only notifications of appointment or revocation of proxies that are duly signed, completed, received and confirmed no later than the day before the Meeting, i.e. 20 May 2026, at 3 pm (Paris time) will be taken into account.

By post:

	Pure registered shareholder	Administered registered shareholder or employee shareholder	Bearer shareholder
1. To vote by post: <ul style="list-style-type: none">• Tick box 1 on the form• Indicate your vote• Sign and date at the bottom of the form	Send the Form to Uptevia using the T envelope enclosed with the notice of meeting:	Send the Form to Uptevia using the T envelope enclosed with the notice of meeting:	The request must be sent to the financial intermediary who manages the securities account.
2. To give proxy to the Chairman: <ul style="list-style-type: none">• Tick box 2 on the form• Sign and date at the bottom of the form	Service Assemblées Générales – 90-110, Esplanade du Général-de-Gaulle – 92931 Paris-La Défense Cedex	Service Assemblées Générales – 90-110, Esplanade du Général-de-Gaulle – 92931 Paris-La Défense Cedex	The latter will send it to Uptevia along with a shareholding certificate
3. To vote by proxy: <ul style="list-style-type: none">• Tick box 3 on the form• Provide the full name and address of the person who will represent you• Sign and date at the bottom of the form			

The Single Postal Voting Forms must be received by Uptevia no later than three days before the Meeting, i.e. 18 May 2026, at midnight (Paris time), in accordance with the procedures indicated above.

HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

The Single Voting Forms are automatically sent to shareholders holding pure registered accounts or administered accounts by post.

For holders of bearer shares, the Single Voting Forms will be sent to them upon receipt of a request sent by post to Uptevia – Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle

– 92931 Paris la Défense Cedex, no later than six days before the date of the Meeting, *i.e.* 15 May 2026 at midnight, Paris time.

The Single Voting Form is also available on request by email to: ag2026@nexity.fr, as well as on the Group's website, nexity.group/en, in the "Shareholders' Meeting" section.

2.1.3 How to get to the Shareholders' Meeting



The Shareholders' Meeting will be held at Chateauform' Le 28 George V, 28 avenue George V – 75008 Paris.

By Metro:

- Line 1 – George V station (6 minutes away)
- Line 9 – Alma - Marceau station (6 minutes away)
- RER A, Line 2 and Line 6 – Charles de Gaulle Étoile station (10 minutes away)

By bus:

- Line 32 – Pierre Charron - François 1er station
- Line 92: Marceau - Pierre 1er de Serbie - Place de Beyrouth station
- Lines 42, 80 and 72 – Alma - Marceau station

By road:

- Indigo car park, 19 avenue George V / 35 avenue George V

2.2 WRITTEN QUESTIONS

In accordance with Articles L.225-108 and R.225-84 of the French Commercial Code, shareholders may submit written questions related to the agenda prior to the Shareholders' Meeting. These questions must be sent to the Company's registered office at 67 rue Arago – 93400 Saint-Ouen-sur-Seine, France, by registered letter with acknowledgement of receipt or by email to: ag2026@nexity.fr, no later than the fourth business day preceding the date of the Shareholders' Meeting, *i.e.* 15 May 2026, at midnight (Paris time).

They must be accompanied by a certificate confirming that the shares are registered either in the registered securities accounts or in the bearer securities accounts held by the authorised intermediary.

In accordance with current legislation, one single response may be provided to questions with the same content. The response to a written question will be deemed to have been provided when it appears on the Company's website, <https://nexity.group/en>, in the "Shareholders' Meeting" section.

2.3 REQUESTS FOR INCLUSION OF ITEMS OR DRAFT RESOLUTIONS ON THE AGENDA

One or more shareholders representing at least the fraction of the share capital provided for by the applicable legal and regulatory provisions may request the inclusion of agenda items or draft resolutions in accordance with the conditions provided for in Articles L.225-105, R.225-71, R.225-73, R.22-10-21 and R.22-10-22 of the French Commercial Code. Requests must be sent to the Company's registered office at 67 rue Arago - 93400 Saint-Ouen-sur-Seine, by registered letter with acknowledgement of receipt for the attention of the Chairman of the Board of Directors or by email to: ag2026@nexity.fr, so as to be received no later than the twenty-fifth day preceding the date of the Shareholders' Meeting, *i.e.* Sunday 26 April 2026, at midnight (Paris time).

The request must be accompanied by:

- The item to be added to the agenda as well as the reasons for its addition; or
- The draft text of the resolution, which may be accompanied by a brief statement of the reasons and, where applicable, the information provided for in Article R.225-71 paragraph 9 of the French Commercial Code; and

- A certificate of registration in an account that justifies the possession or representation by the authors of the request of the fraction of the share capital required by Article R.225-71 of the French Commercial Code.

The examination by the Shareholders' Meeting of draft resolutions submitted by shareholders in accordance with regulatory conditions is subject to the submission by the authors of the request of a new certificate proving the registration of their shares as at the fifth stock market trading day preceding the date of the Shareholders' Meeting, *i.e.* 14 May 2026, at midnight (Paris time).

The list of items added to the agenda and the draft text of the resolutions, submitted by shareholders under the conditions set out above, will be published on the Company's website, <https://nexity.group/en/>, in the "Shareholders' Meeting" section, provided that they meet the aforementioned conditions, in accordance with Article R.22-10-23 of the French Commercial Code.

2.4 DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

Shareholders may obtain, within the time limits and under the conditions set out in Article R.225-88 of the French Commercial Code, the documents provided for in Articles R.225-81 and R.225-83 of the French Commercial Code by simple request sent to the Company's registered office at 67 rue Arago - 93400 Saint-Ouen-sur-Seine (for the attention of the Group Legal Director) or to Uptevia - Service Assemblées Générales - 90-110, Esplanade du Général-de-Gaulle - 92931 Paris-La Défense Cedex. The documents referred to in Article R.225-83 of the French Commercial Code will also be made available to shareholders at the Company's registered office.

All of the related information and documents referred to in Article R.22-10-23 of the French Commercial Code may also be consulted, for an uninterrupted period beginning on or before the 21st day preceding the Shareholders' Meeting, *i.e.* no later than 30 April 2026, on the Company's website nexity.group/en, in the "Shareholders' Meetings" section.

Where applicable and in accordance with applicable laws and regulations, the Company may be required to publish a notice of meeting setting out any changes made to the agenda following requests for the inclusion of draft resolutions submitted by shareholders or the Social and Economic Committee.

The Board of Directors

03 AGENDA OF THE COMBINED SHAREHOLDERS' MEETING

ORDINARY RESOLUTIONS

1. Approval of the financial statements for the fiscal year ended 31 December 2025 - Approval of non-tax-deductible expenses and charges;
2. Allocation of earnings for the fiscal year ended 31 December 2025;
3. Approval of the Group's consolidated financial statements for the fiscal year ended 31 December 2025;
4. Approval of a regulated agreement between the Company and a subsidiary;
5. Approval of a regulated agreement relating to the conditions of departure of Jean-Claude Bassien, Deputy Chief Executive Officer;
6. Ratification of the co-option of Serge Magdeleine as director to replace Jérôme Grivet who has resigned;
7. Renewal of the directorship of AG2R La Mondiale for a period of four (4) years;
8. Renewal of the term of office of KPMG AUDIT IS as Principal Statutory Auditor;
9. Renewal of the term of office of Forvis Mazars as Principal Statutory Auditor;
10. Renewal of the term of office of Forvis Mazars as Statutory Auditor in charge of the certification of sustainability information;
11. Approval of the information relating to the remuneration of the company officers mentioned in section I of Article L.22-10-9 of the French Commercial Code;
12. Approval of the components of remuneration paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer;
13. Approval of the components of remuneration paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Jean-Claude Bassien, Deputy Chief Executive Officer;
14. Approval of the remuneration policy for directors;
15. Approval of the remuneration policy for the Chairwoman and Chief Executive Officer;
16. Approval of the remuneration policy for the Deputy Chief Executive Officer;
17. Authorisation granted to the Board of Directors for the Company to purchase its own shares;

EXTRAORDINARY RESOLUTIONS

18. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares under the provisions of Article L.22-10-62 *et seq.* of the French Commercial Code;
19. Authorisation granted to the Board of Directors to award new or existing free shares to employees and/or certain company officers of the Company or related companies, resulting in the cancellation of shareholders' preemptive subscription rights;
20. Delegation of authority to the Board of Directors to issue Company shares or securities granting access to the Company's share capital or giving entitlement to the allocation of debt securities, with preemptive subscription rights, duration of the delegation, maximum nominal amount of the capital increase, ability to offer unsubscribed securities to the public;
21. Delegation of authority to the Board of Directors to issue shares or securities granting access to the Company's share capital or giving entitlement to the allocation of debt securities, without preemptive subscription rights and by way of a public offering (with the exception of an offering mentioned in 1° of Article L.411-2 of the French Monetary and Financial Code), duration of the delegation, maximum nominal amount of the capital increase, issue price, ability to limit the amount of subscriptions or to distribute unsubscribed securities;
22. Delegation of authority to the Board of Directors to issue shares or securities granting access to the Company's share capital, without preemptive subscription rights and by way of an offering mentioned in 1° of Article L.411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, ability to limit the amount of subscriptions or to distribute unsubscribed securities;
23. Authorisation to be granted to the Board of Directors to increase the amount of the original issue in the context of capital increases carried out with or without preemptive subscription rights;
24. Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, profits and/or premiums or other amounts that may be capitalised, duration of the delegation, maximum nominal amount of the capital increase, treatment of fractional shares;
25. Delegation of authority to the Board of Directors to issue shares and/or securities granting access to the Company's share capital, with a view to remunerating contributions of securities made as part of a public exchange offer initiated by the Company, duration of the delegation, maximum nominal amount of the capital increase;
26. Delegation of all necessary powers, including authority, granted to the Board of Directors to issue shares and/or securities granting access to the capital, up to 10% of the Company's share capital to remunerate contributions in kind granted to the Company and consisting of equity securities or securities granting access to the share capital, duration of the delegation;
27. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing shares or securities granting access to the share capital without preemptive subscription rights for the benefit of employees and former employees of company members of the Group Savings Plan (as defined by the PEG agreement in force), pursuant to Articles L.3332-18 *et seq.* of the French Labour Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, ability to award free shares pursuant to Article L.3332-21 of the French Labour Code;
28. Overall limit on authorisations to issue with or without preemptive subscription rights;
29. Amendment of Article 19 "Notice of Meetings – Access to Shareholders' Meetings – Powers" of the Company's Articles of Association in order to take into account Decree No. 2026-94 of 13 February 2026, known as the "Attractiveness 2 Law" on the modernisation of certain companies' methods of communication with their shareholders; and

ORDINARY RESOLUTIONS

30. Powers to carry out formalities.

04 OVERVIEW OF ACTIVITY

The information presented below is an excerpt from the 2025 Universal registration document, published on 13 April 2026, and available on the Group's website at the following address: <https://nexity.group/en/finance>.



4.1 ABOUT NEXITY

Nexity operates in planning, development and serviced properties for all customers, whether they are individuals, companies, institutions or local authorities, and is among the market leaders in each of these activities.

With a nationwide presence, experience and expertise in urban planning and regeneration, recognised low-carbon know-how, privileged relationships with institutional investors and social housing operators, and a leading position in serviced real estate, Nexity defines itself as an urban operator (coworking and student residences) serving urban regeneration and the new needs of regions and its clients.

Nexity's unique model, combining its expertise as a planner-developer and developer-operator, creates strong value for its clients. Whatever their real estate needs and issues, Nexity has an appropriate response.

Since the sale of the Services to Individuals business in 2024, Nexity has continued to offer its products and services based on a 6-year strategic partnership entered into in 2024, renewable for 4 years, to perpetuate and amplify existing synergies with Nexity's development activities.

Combined with a strong commitment to continually improving the client experience and client satisfaction, this model enables the Group to be present at every stage of its clients' real estate projects.

Nexity considers its customers to be its most valuable assets. Nexity's objective is to become the preferred real estate player in France by creating a more intense and lasting relationship with each of its clients, whether in its agencies or on its websites.

Nexity's long-term objective is to support customers over time, by offering:

- The best locations;
- At affordable prices;
- High-quality design;
- Low-carbon construction; and
- A focus on the quality of delivery.

Nexity has once again been named in the Top 5 of the 2026 customer relations rankings produced by the Human Consulting Group (HCG) in partnership with Les Echos. The Group ranks 5 with a score of 15.97/20, confirming the priority given to customer satisfaction and support throughout their entire process.

This distinction highlights the importance of a hybrid customer relationship, combining artificial intelligence for better responsiveness, personalisation and fluidity, and emotional intelligence for listening and quality exchanges. Nexity group's presence in the Top 5 of this ranking is part of a structured approach to improving the customer experience, with one main objective: to be present, clear and useful at every stage.

Since its creation, Nexity has always stayed one step ahead by anticipating major changes in its markets. It is the Group's DNA, which is reflected in the very meaning of the "Nexity" brand.

Its corporate purpose, "life together", is nurtured by a corporate culture based on trust, responsibility and the opportunity for each employee to participate in meaningful actions.

As a long-standing proponent of access to housing for all and a sector leader in decarbonisation, Nexity is dedicated to making new and refurbished real estate both affordable and sustainable. By designing the city for all its stakeholders and inhabitants via a long-term perspective, the Group strives to serve everyone and a city where people live better together, a city that is more welcoming and affordable, respectful of people, communities and the planet.

As the leading French real estate group operating in planning, development and serviced properties, Nexity is at the heart of the life of its fellow citizens, companies and regions, and this unique positioning lends it a great responsibility:

- To support everyone over the long term in all of their life projects;
- To help companies adapt to changes in the world of work by creating spaces that encourage them to reunite and work together; and
- To support cities through the economic, social and environmental challenges they face.

This approach is reflected in 5 commitments:

- Acting in unison to tackle environmental challenges;
- Working towards an inclusive and supportive city;
- Shaping real estate with new ways of living and working;
- Putting the customer at the heart of real estate; and
- Enriching the Nexity collective with diversity in all its forms.

4.2 STRATEGY AND OBJECTIVES

2025: operational roll-out of New Nexity

Since 2022, the real estate sector has been facing an unprecedented crisis, both in terms of its intensity, its duration and its global nature, affecting supply and demand and leading to a historic slowdown in private residential and commercial investment. While this crisis confirms the market trends presented above, it has led the Group to adjust its roadmap with the roll-out in 2024 of an in-depth transformation plan notably designed to refocus on its planner-developer-operator positioning and the roll-out of New Nexity, a new simplified, multi-product regional organisation, fully operational at the end of 2025.

In 2024, the Group has thus accelerated the implementation of its proactive decisions in terms of deleveraging as part of its refocusing, reducing operating expenses to resize its cost base, and adapting its offering to new market conditions. It has also rolled out its new organisation, focused on the regions, to better meet the demand for urban operators.

- **Refocusing on planner-developer-operator core business lines**

The Group made three key disposals in 2024, the net proceeds from which (€435 million) were fully allocated to reducing the Group's debt:

- Property management for individuals business sold to Bridgepoint,
- Nexity Property Management sold to Crédit Agricole Immobilier, and
- 50% of the shares in the real estate advertising platform Bien'ici sold to the Arche group.

In 2025, the Group finalised the disposal plan for its property management activities with the sale of its subsidiary Accessite.

- **Resizing:** the Group has implemented an Employment Protection Plan which affected 500 jobs, and also significantly reduced, from 2024, its overheads and property expenses. In its 2025 annual results, the Group confirmed its target savings of €100 million by 2026, on a full-year basis, of which more than 90% effective from 2025;
- **Recalibration:** the Group has adapted its supply for sale to new market conditions via proactive and deliberate measures: realignment of exit prices with the purchasing power of customers, abandonment of around a hundred projects designed during the previous cycle; and
- **Redeployment:** the transformation plan also resulted in an overhaul of the organisational structure, so as to make it more operational, agile and perfectly adapted to the needs of an urban operator. New Nexity was launched on 9 January 2025, and has been fully operational since the end of 2025.

New Nexity: a regional and multi-product organisation refocused on the planner-developer-operator model

The combination of regions and real estate services constitutes a matrix organisation, allowing for increased flexibility, more fluid communication, and better use of resources.

This model is based on a commercial strategy focused on seven multi-product regions with regional and national brands, supported by four vertical areas of expertise: planning, commercial and residential development, and refurbishment. This makes it possible to support local teams in the development and execution of projects with assistance from central teams boasting solid and recognised expertise in relevant products and business lines.

This organisation gives Nexity increased capacity to meet the demands of its customers and the expectations of elected officials (tailor-made, with combinations of products).

In 2025, Nexity continued to optimise its organisation through two main levers:

- The refocusing of the Edouard Denis brand on the most dynamic regions, moving from a national brand to a multi-regional brand, requiring the support of a voluntary redundancy scheme setting out the authorised departure of 122 employees; and
- The creation of the "New Urban Services and Solutions" division to accelerate its development in the strategic urban regeneration segment. The "New Urban Services and Solutions" division brings

together the know-how of the Nexity Immobilier d'Entreprise, Nexity Héritage and Nexity Contractant Général subsidiaries, as well as the Nexity Institutional Clients teams, to create a new entity with the skills to carry out all major urban regeneration and asset redevelopment projects, particularly for mixed-use or commercial purposes. It will play a central role in Nexity's future development, while acting as a centre of expertise for the multi-product regional departments.

Nexity's business model can be viewed in the introductory section of the 2025 Universal registration document.

The initial commercial successes in the regions in 2025, notably illustrating the complementarity of its business line expertise with the MAN project in Nantes and the St Paul islet in Tours, confirm the relevance of this new organisation which will continue to be ramped up in 2026.

In line with its new organisational structure, Nexity made changes to its governance in September 2025. This new Executive Committee, set up at the end of 2025 with 7 members, is chaired by Véronique Bédague, Chairwoman and Chief Executive Officer. It coordinates the implementation of the strategy, with the roll-out of "New Nexity" as a priority, and makes the necessary decisions.

The Group's Executive Management is presented in Section 4.3 "Executive Management" of the Universal registration document.

Management action priorities in 2026

All of the voluntary action taken in 2024 and 2025, combined with ongoing rigorous financial discipline, have helped to reduce the Group's exposure to financial volatility as expected, delivering robust results and a return to operating profitability; continuation of the debt reduction trajectory, with net debt halved over two years, and maintaining very solid liquidity at €588 million. At the end of 2025, the leverage ratio stood at 4.9x EBITDA, ahead of the trajectory set (see Section 1.5 "2025 Group performance" below).

Thanks to this new organisation, the Group is approaching 2026 with a simplified structure, a refocused model and the ability to fully capture the cyclical upswing when it materialises.

Financial priorities

The trajectory of financial leverage remains a strategic priority, as illustrated for 2025 with a ratio well ahead of the covenants, and we intend to continue this momentum in 2026 by maintaining

Operational priorities:

- Continued restructuring of an adapted and profitable offering;
- The absorption of stock within supply thanks to an agile marketing and distribution policy, capitalising in particular on the interest-free loan scheme and the creation of "private landlord" status;
- An improvement in the cost price thanks to the strengthening of the central technical teams, in particular with the roll-out of the construction performance plan, a strong strategic focus driven by Executive Management, which involves all Group employees; and
- Maintaining a high level of client satisfaction.

financial discipline, particularly in terms of controlling net debt, as well as through a gradual increase in margins and EBITDA.

4.3 2025 FINANCIAL PERFORMANCE

Since 1 January 2025, the Group has aligned its financial communication with the IFRS standards, in the interests of simplification.

The financial information published and presented below is therefore taken from the consolidated financial statements at 31 December 2025, prepared in accordance with IFRS as adopted by the European Union, appearing in Section 5.1 "Consolidated financial statements at 31 December 2025" of this Universal registration document. As a reminder, Nexity's financial communications were until 31 December 2024 based on operational reporting, with joint ventures proportionately consolidated.

Nexity ready to bounce back: operational momentum engaged and financial discipline reflected in the results for 2025

• Derisked and deleveraged balance sheet:

- Net financial debt before the increase in the shareholding in Angelotti at €278 million, i.e. a €52 million reduction in debt (net financial debt of €330 million in 2024); Group net financial debt at the end of 2025 at €328 million, i.e. Group debt halved over two years;
- Positive free cash flow for the year, including €107 million of operating free cash flow; and
- Opportunistic decisions with accounting impacts on net profit reflected in the generation of free cash flow for the year.

- **Current operating profit positive** ⁽¹⁾ at €25 million vs. -€118 million in 2024: a return to operating profitability as expected, due to restored margins for the Planning and Development business, incorporating the effects of the cost-savings plan, and the improvement in the profitability of services (on serviced properties with a margin of approximately 13% and a return to breakeven in Distribution) → Leverage ratio at 4.9x, ahead of the anticipated trajectory ⁽²⁾; and

• Solid liquidity of €588 million

- After €321 million in bond redemptions in 2025, mainly using proceeds from disposals in 2024;
- Undrawn portion of the credit facility: €475 million; and
- Financing secured until 2028.

Consolidation of leadership position in the new market environment

- Residential: > 12,000 reservations; consolidated market share at 13%, +10 basis points; Above-market sales performance across all segments for the second consecutive quarter;
 - leader in the first-time buyer segment: +19% compared to 2024 to nearly 2,600 units (compared to +4% for the market),
 - 7,450 bulk sales (62% of the mix); 26% market share in the fourth quarter, and
 - supply for sale in the region of 5,400 units, tailored to the market and of high quality;
- Strong momentum in the Subdivisions business (+32% to approx. 1,400 units);
- Accelerated diversification of the commercial business: order intake of €75 million in 2025; and
- Backlog at €3.9 billion and potential ⁽³⁾ for approximately 42,000 housing units (i.e. a pipeline of roughly 5 years of activity).

Outlook

- A ramp-up in 2026 of New Nexity, a simplified, multi-product regional organisation refocused on the planning-development-serviced properties model, making it possible to harness the rebound with affordable, low-carbon, quality housing;

Guidance 2026 ⁽⁴⁾

- Improvement in operating profitability with an increase in New Nexity's ⁽⁵⁾ current operating profit in 2026, and
- Ongoing reduction in the leverage ratio ⁽⁶⁾ with the swiftest possible return to a level below 3.5x, no later than 2027.

1) Current operating profit - "New Nexity" - excluding discontinued operations and international activities

2) Leverage ratio included in bank covenants: <8.5x at year-end 2025, <7x at year-end 2026 and ≤3.5x at the end of 2027

3) Development potential excluding Planning and the Carrefour partnership

4) Barring any deterioration in the macroeconomic environment

5) Current operating profit - "New Nexity" - excluding discontinued operations and international activities

6) Leverage ratio included in bank covenants: <8.5x at year-end 2025, <7x at year-end 2026 and ≤3.5x at the end of 2027

4.3.1 Business activity 2025

France	2024	2025	Change
Reservations: Residential Real Estate			
Market share	12.9%	13.0%	+10 bps
Volume	13,387 units	12,008 units	-10%
Value	€2,718m	€2,492m	-8%
Backlog: Planning and Development	€3.9bn	€3.9bn	+1%
Residential Real Estate	€3.8bn	€3.8bn	-0.3%
Commercial Real Estate	€23m	€63m	+€40m
Business potential (in housing units equivalent)	39,000	42,000	+3,000

4.3.2 Financial items 2025

Following the sale of the property management for individuals and Nexity Property Management businesses, finalised in 2024, revenue and current operating profit for these businesses in 2024 are presented separately in the tables within a separate "Discontinued operations" line item.

In addition, following the finalisation in 2025 of the Property Management disposal plan:

- The "discontinued operations" line also includes the contributions of hospitality subsidiaries Week'in and Accessite, sold respectively in the third and fourth quarters of 2025; and
- Reclassifications have been made to improve the readability of the financial statements. Taken individually, they are immaterial⁽¹⁾.

<i>(in millions of euros, excluding discontinued and international operations)</i>	2024	2025	Change vs. 2024
Consolidated revenue	3,333	2,821	-15%
CURRENT OPERATING PROFIT – NEW NEXITY	(118)	25	+€144M
Current operating profit – International operations	(32)	(13)	+€19m
Current operating profit – Discontinued operations	10	3	€(7)m
Current operating profit	(140)	15	+€155m
Non-current operating profit	132	(128)	€(260)m
OPERATING PROFIT	(8)	(113)	€(105)m
Share of profit from equity-accounted investments	5	(38)	€(43)m
Operating profit after share of profit from equity-accounted investments	(4)	(151)	€(148)m
Net financial income (expense)	(130)	(89)	+€40m
Income taxes	73	65	€(9)m
Share of profit from other equity-accounted investments	(1)	(7)	€(6)m
Net profit	(61)	(184)	€(122)m
Non-controlling interests	(1)	(5)	€(4)m
Group share of net profit	(62)	(188)	€(126)m

1) The table of reclassifications made is presented in the appendices to the press release on Nexity's annual results, published on 25 February 2026, and available on the Group's website at: <https://nexity.group/en/finance/>

Revenue

<i>(in millions of euros)</i>	2024 ⁽¹⁾	2025	Change
Planning and Development	2,767	2,326	-16%
Residential Real Estate	2,393	2,277	-5%
Commercial Real Estate	374	50	-87%
Services	433	412	-5%
Serviced Properties	276	301	+9%
Distribution	157	111	-30%
Other activities	5	5	+0%
REVENUE - NEW NEXITY	3,205	2,743	-14%
Revenue from international activities	3	67	N/A
Revenue from discontinued operations	125	10	N/A
REVENUE	3,333	2,821	-15%

(1) Inter-activity reclassifications were made to improve the readability of the financial statements. Taken individually, they are immaterial
 Note: revenue generated by the development businesses from VEFA off-plan sales and CPI development contracts is recognised using the percentage-of-completion method, i.e. on the basis of notarised sales and pro-rated to reflect the progress of all inventoriable costs

Revenue for 2025 amounted to €2,821 million, down 15% and 14% on the New Nexity scope (excluding discontinued operations and international activities being managed on a run-off basis).

- Revenue from **Planning and Development** decreased by 16%, chiefly as a result of the slowdown in projects underway for the Residential business and the decline in the contribution from the Commercial business (-87%) due to the base effect linked to the completion of major commercial projects delivered in 2024;
- Revenue from **Services** fell 5% to €412 million, impacted by the 30% decline in Distribution revenue due to product repositioning but still buoyed by the strong performance of the Serviced Properties business, which stood at +9%; and
- Revenue from **other activities** amounted to €5 million, stable year-on-year. The line notably includes the reclassification of the Costame-Moreau expertise activity which was previously reported on the management line.

Operating profit

<i>(in millions of euros)</i>	2024 ⁽¹⁾		2025	
	Operating profit	Margin	Operating profit	Margin
Planning and Development	(100)	-3.6%	20	0.9%
Residential Real Estate	(119)	-5.0%	13	0.6%
Commercial Real Estate	19	5.1%	7	9%
Services	24	5.5%	38	9.3%
Other activities	(42)	N/A	(33)	N/A
CURRENT OPERATING PROFIT (NEW NEXITY)	(118)	-3.7%	25	0.9%
International activities ⁽²⁾	(32)	N/A	(13)	N/A
Discontinued operations ⁽³⁾	10	N/A	3	N/A
CURRENT OPERATING PROFIT	(140)	-4%	15	0.5%
Non-current operating profit	132	N/A	(128)	N/A
OPERATING PROFIT	(8)	-0.3%	(113)	-4.0%

(1) Inter-activity reclassifications were made to improve the readability of the financial statements. Taken individually, they are immaterial

(2) International operations being managed on a run-off basis (Germany, Italy and Belgium)

(3) Discontinued operations: Property Management and NPM in 2024, and Accessite and Week'in in 2025

Current operating profit

New Nexity" current operating profit, excluding international activities and discontinued operations, amounted to €25 million, compared with -€118 million in 2024, an increase of +€144 million. This return to operating profitability, as expected, is due in particular to the following effects:

- Margins restored for the Residential business under the percentage-of-completion method, at the planned rate of project launches with commitment margins since the beginning of 2024;
- The benefits of the cost-savings plan (€100 million by 2026), of which 92% were activated in 2025; and
- The improvement in the profitability of services, driven by the Serviced Properties business (margin of 12.7%) and a return to breakeven for the distribution activities.

Non-current operating profit

Non-current operating profit amounted to -€128 million for 2025. It reflects the accounting impact of the proactive actions taken during the fiscal year, intended to derisk the balance sheet and continue the debt reduction trajectory:

- Finalisation of the Property Management disposal plan and an opportunistic approach mainly focused on commercial projects in a challenging market leading to decisions (disposals finalised or in progress);
- Continuation of the prudent approach in development: abandonment of projects at the Group's initiative (abandonment costs linked to planning phase costs); and
- Restructuring costs in the context of a tailored and differentiating brand strategy for each region.

<i>(in millions of euros)</i>	2024	2025
Gains or losses on disposals and land depreciation	201	(109)
Abandonment of operations	(23)	(10)
Restructuring costs	(46)	(9)
Non-current operating profit	132	(128)

The decisions reflected in non-current operating profit represented a cash inflow of €54 million over the year, contributing to the Group's deleveraging and liquidity.

Non-current operating profit in 2024 also included the capital gain on disposals completed in 2024 for a total of €216 million.

Other income statement items

- **Net finance income (expense)** improved significantly (+€40 million) from -€130 million in 2024 to -€89 million in 2025. This reflected the following in particular:
 - A cost of debt of -€34 million, an improvement of €26 million compared to 2024 due to the 26% decrease in average gross debt on the one hand (-50% approx. compared to the average gross debt over 2019-2023), and on the other hand the resizing of the corporate credit facility in early 2025. The average cost of borrowing stood at 2.8% ⁽¹⁾ at 31 December 2025 (vs. 3.2% at 31 December 2024),
 - Interest expense on lease liabilities amounted to -€34 million, up a very modest €1 million owing to the Reiwa lease (the Group's new head office) and growth in our serviced properties portfolio, and
- Other financial income and expenses totalling -€22 million, down €15 million compared to 2024;
- **Tax income** came to €65 million in 2025 (compared to a tax income of €73 million in 2024), arising from the tax receivable recognised in respect of the loss for the fiscal year. The current effective tax rate (excluding the CVAE [French business value-added tax]) was 31.8% in 2025;
- This year's **net income from equity-accounted investments** includes an impairment amount reflecting a decision made on a commercial project jointly owned with an institutional investor; and
- **Group share of net profit** for 2025 therefore amounts to -€188 million, compared to -€62 million in 2024.

1) Including financial income and excluding waiver fees

4.3.3 2025 balance sheet and financial structure

The Group's **net debt** before lease obligations amounted to €328 million at 31 December 2025, compared to €330 million at the end of 2024, and includes the €50 million increase in the shareholding in Angelotti on 30 September 2025. Excluding the increase in the shareholding in Angelotti, net debt stood at €278 million at 31 December 2025, down €52 million compared to 31 December 2024, reflecting the ongoing debt reduction efforts:

- Positive free cash flow driven by the return to profitability, the continued optimisation of WCR and opportunistic decisions on commercial projects leading to debt reduction; and
- Good control of financial expenses.

For reference, the Group's net debt was halved over the past two years.

<i>(in millions of euros)</i>	31 December 2024	31 December 2025	Change
Bond issues and other	796	512	(283)
Bank borrowings and commercial paper	300	402	102
Gross debt	1,096	914	(182)
Net cash and cash equivalents	(767)	(587)	180
NET FINANCIAL DEBT BEFORE LEASE LIABILITIES	330	328	(2)

Bond repayments in the first half of the year for €321 million

On 2 March 2025, the Group repaid the entire 2018 ORNANE bond, for a total of €200 million. It also repaid the 8-year €121 million tranche (due in June 2025 in line with the published documentation) of its Euro PP bond. These two repayments were predominantly made using the proceeds from disposals in 2024.

Fixed-rate debt and debt covered by interest rate hedges constitutes 76% of gross debt, thereby limiting the Group's exposure to rising interest rates.

The Group's liquidity position was strong at 31 December 2025, standing at €588 million: available cash at 31 December 2025 includes the €475 million undrawn portion of the credit facility.

Adjusted bank financing and covenants

In the first half of the year, the Group renegotiated the trajectory of its leverage ratio with its partner banks and Euro PP bondholders to reflect the new real estate cycle and the expected improvement in the Group's profitability.

- It should be noted that in Q1 2025, the Group reviewed its medium-term bank financing, with a new credit facility adjusted to €625 million, and revised the leverage ratio included in the covenants as follows: <8.5x at year-end 2025, <7x at year-end 2026 and \leq 3.5x at year-end 2027.
- **At 31 December 2025, the Group's leverage ratio stood at 4.9x, ahead of the trajectory set, which naturally included some room for manoeuvre;**
- The next test period is scheduled for the end of 2026, to be reviewed annually until the credit facility matures in February 2028. It should be noted that the interest coverage ratio (ICR) has been excluded from the covenants⁽¹⁾; and
- The Euro PP bondholders unanimously voted in favour of the changes proposed during the consultation process during the first half of the year regarding, in particular, the covenants described above for the Euro PP 2026 and Euro PP 2027 tranches⁽²⁾.

1) Details of the banking covenants are set out in Section 5.1 "Consolidated financial statements as at 31 December 2025" of this Universal registration document, in Note 21

2) Level of the leverage ratio to be reviewed annually: <8.5x at year-end 2025 and <7x at year-end 2026, and exclusion of the ICR

OVERVIEW OF ACTIVITY

<i>(in millions of euros)</i>	31 December 2024	31 December 2025	Change
Planning and Development	749	588	(161)
Residential Real Estate	805	646	(159)
Commercial Real Estate	(56)	(58)	(2)
Services	16	(17)	(33)
Serviced Properties	(64)	(75)	(10)
Distribution	80	57	(23)
Other activities	(37)	(51)	(14)
Total WCR for New Nexity excluding tax	728	520	(208)
WCR - International activities	99	83	(17)
WCR - Discontinued operations	2	-	(2)
Total WCR excluding tax	830	603	(227)
Corporate income tax	2	3	1
WORKING CAPITAL REQUIREMENT (WCR)	832	606	(226)

WCR stood at €606 million at 31 December 2025, down approximately 30%, i.e. -€226 million compared to 31 December 2024.

- WCR for Planning and Development was reduced by €161 million thanks to the continuation of control efforts: increased selectivity in land purchases, optimised timing of land acquisition and the first calls for funds (simultaneous purchase of land, signing of deeds and calls for funds) and accelerated payment collection, as well as decisions made in late 2025 primarily regarding commercial projects in a market at a cyclical low; and
- The reduction in the WCR for Services mainly relates to the Distribution business, primarily attributable to inventory clearance and the decrease in the Serviced Properties business.

4.4 2025 NON-FINANCIAL PERFORMANCE

The Group is regularly assessed by non-financial rating agencies.

Real estate agencies	Rating 2022	Rating 2023	Rating 2024	Rating 2025	Change 2024-2025	Comments
MSCI ⁽¹⁾	AA	AA	AA	AA	=	Nexity is one of the top 14% of companies in its sector. (Rating ranging from CCC to AAA)
Ethifinance ⁽²⁾	73/100	69/100	71/100	72/100	↑	The rating published in 2025, covering the 2024 fiscal year, is 9 points higher than that of the revised 2023 questionnaire, on a like-for-like basis following changes in the framework.
ISS ESG ⁽³⁾	C-	C-	C	C	=	This rating places the Group in the top 20% of companies in its sector. (Rating from D- to A+)
Sustainalytics ⁽⁴⁾	16.5/100	16.5/100	16.7/100	18.6/100	↑	Exposure to ESG risks is considered low. (Score ranging from 0 to 100: reversed interpretation scale: 0 being a negligible level of risk and 100 a severe risk)
CDP ⁽⁵⁾	Climate change: B	Climate change: A-	Climate change: B	Climate change: B	=	In 2025, Nexity was rated B as in 2024 (rating ranging from D- to A)
Humpact - Social ⁽⁶⁾	5/5	5/5	5/5	Awaiting publication of the 2025 assessment		In 2024, Nexity maintained the maximum score of 5/5, making it the number 1 in its business sector. (Score ranging from 0 to 5)
Les Echos-HCG Customer Relations Awards ⁽⁷⁾	5 th	3 rd	5 th	5 th	=	Nexity retains its place in the top 5 of the ranking (top 200)

(1) U.S. agency providing decision-making tools and services for the global investor community

(2) Rating agency of the Ethifinance group, specialising in rating the ESG performance of listed European companies (small & midcaps). As a reminder, in 2022, the agency conducted a landmark overhaul of its ratings framework, impacting the scores of the previous 3 years, explaining the drop in the rating between 2022 and 2023

(3) International rating agency whose solutions enable investors to develop and integrate responsible investment policies and practices

(4) A global leader in the CSR assessment of companies

(5) International non-profit organisation that analyses the environmental impact of companies

(6) Non-financial rating agency that assesses the impact of French listed companies on social issues

(7) Annual ranking of the best performing companies in terms of customer relations

05 GOVERNANCE AND REMUNERATION

The information presented below is an excerpt from the 2025 Universal registration document, published on 16 April 2026, and available on the Group's website at the following address: <https://nexity.group/en/finance>



5.1 THE BOARD OF DIRECTORS

5.1.1 Composition of the Board of Directors at 31 December 2025

The Chairman is elected by the Board of Directors from amongst its individual members for a duration not exceeding the elected's term of office. The Chairman of the Board of Directors must be under the age of 75. When this age limit is reached during the term of office, the latter is automatically deemed to have resigned at the end of the next Annual Ordinary Shareholders' Meeting. The Board of Directors determines the Chairman's remuneration. It may also dismiss the Chairman at any time.

The Chairman organises and directs the Board of Directors' activities and reports on these at Shareholders' Meetings. The Chairman oversees the proper functioning of the Company's corporate bodies and specifically ensures that the directors are in a position to fulfil their duties.

Members of the Board of Directors can be contacted via the Company's registered office, at 67 rue Arago - 93400 Saint-Ouen-sur-Seine, France.

Governance

Board of Directors

(as of 31 December 2025)

13
Directors⁽¹⁾

4-year
term of office

55%
women⁽²⁾

60%
independent
Directors

AUDIT AND ACCOUNTS COMMITTEE
6 members
67% independent
50% women

CSR COMMITTEE
4 members
100% independent
75% women

REMUNERATION AND NOMINATIONS COMMITTEE
4 members
100% independent
67% women

STRATEGY AND INVESTMENTS COMMITTEE
7 members
43% independent
43% women

Executive Management

(as of 31 December 2025)

EXECUTIVE COMMITTEE
7
members

CLUB 1797
The 100 main operational and functional executives involved in implementing the strategy.

MANAGEMENT COMMITTEE
Executive Committee
+19 members who belong to Club 1797. It brings together the Executive Committee members, the heads of the multi-product regions and operating areas of expertise, as well as the main executives of central functions.

Remuneration of company officers for 2025



Véronique BÉDAGUE
Chairwoman and Chief Executive Officer



Jean-Claude BASSIEN
Deputy Chief Executive Officer



Fixed remuneration
+ Annual variable remuneration:

65%
quantitative financial criteria

15%
quantitative non-financial criteria (CSR)

20%
qualitative criteria related to the operational rollout of the New Nexity

+ LTIP(performance shares)

(1) In accordance with the Afep-Medef Code, directors representing employees are not included in the calculation.
(2) 50% women in accordance with the Afep-Medef Code (excluding employee-representative directors from the calculation) – 55% women under the Women on Boards Directive in force since 1 January 2026 (including, in the gender-balance calculation, the director representing employee shareholders).

The Board of Directors

Nexity's Board of Directors comprised 10 Directors as of 31 December 2025, and 3 directors representing employees and employee shareholders. The Board's composition is strong in terms of skills and experience

and includes 50% women and 60% independent Directors, in accordance with the Afep-Medef Code. The Board met seven times in 2025, with an attendance rate of 90%.

LIST OF BOARD OF DIRECTORS MEMBERS

Véronique BÉDAGUE,
Chairwoman and Chief Executive Officer and Director, Chair of the Strategy and Investments Committee

Charles-Henri FILIPPI⁽¹⁾,
Vice-Chairman of the Board of Directors, Chairman of the Remuneration and Nominations Committee

Agnès NAHUM⁽¹⁾,
Senior Independent Director, Chairwoman of the Audit and Accounts Committee

Magali SMETS⁽¹⁾,
Chairwoman of the CSR Committee

Soumia BELAIDI-MALINBAUM⁽¹⁾,
Director, Vice-President of the CSR Committee

Crédit Mutuel Arkéa
represented by
Bertrand BLANPAIN

Enrique MARTINEZ⁽¹⁾,
Director

Florence VERZELEN⁽¹⁾,
Director

AG2R La Mondiale
represented by
Fabrice HEYRIÈS⁽²⁾

Serge MAGDELEINE,
Director

Bruno CATELIN,
Director representing employees

Constance POUBLET,
Director representing employees

Caroline DESMARETZ,
Director representing shareholders employee

Executive Management

(as of 31 December 2025)

After implementing its new regional multi-product organisation on 1 January 2025, Nexity updated its governance in September 2025 around its planning-development-operation businesses. To support its profitable growth trajectory, this new governance aims to respond even better to new regional needs – particularly through the creation of a multidisciplinary “New Urban Services & Solutions” development division – develop the offerings best suited to our individual and institutional customers, and further simplify and streamline decision-making processes.

The Executive Committee is responsible for steering the implementation of the strategy, with priority given to rolling out the “New Nexity”, and for making the necessary decisions. It meets under the chairmanship

of Véronique Bédague, Chairwoman and Chief Executive Officer, and comprises seven key Group executives, including Jean-Claude Bassien, company officer since 19 May 2021.

The Executive Management Committee is tasked with executing the objectives of the strategic roadmap, monitoring the operational transformation workstreams and sharing the information necessary for the smooth running of the company. As of 31 December 2025, it had 25 members from Club 1797.

More broadly, **Club 1797** ensures the proper operational implementation of the Group's strategy. It is the basic structure of Nexity's governing bodies and includes the positions with the highest responsibilities.

LIST OF EXECUTIVE COMMITTEE MEMBERS

Véronique BÉDAGUE,
Chairwoman and Chief Executive Officer

Jean-Claude BASSIEN,
Deputy Chief Executive Officer ⁽³⁾

Fabrice AUBERT,
Group Deputy Managing Director and Chairman of the New Urban Services & Solutions division

Pierre-Henry POUHELON,
Group Deputy Managing Director in charge of Finance and the Development division's performance

Joris DELAPIERRE,
Managing Director – Paris region

Anne-Laure JOURMAS,
Head of Real Estate and Performance and Head of the Serviced Properties division (Coworking, Serviced Residences)















Lionel SÉROPIAN,
Managing Director – Southern region

(1) Independent Director.

(2) As of 15 July 2025.

(3) As of 21 May 2026, Jean-Claude Bassien will leave his positions within the Group.

Changes in the composition of the Board of Directors and its Committees during the fiscal year ended 31 December 2025

	PERSONAL INFORMATION				EXPERIENCE POSITION WITHIN THE BOARD				PARTICIPATION IN BOARD COMMITTEES				
	Age*	Gender	Nationality	Number of shares held directly and indirectly	Number of appointments in other listed companies	Independence	Date first appointed	Term of office expiry date	Length of service on the Board	Audit and Accounts Committee	Remuneration and Appointments Committee	CSR Committee	Strategy and Investment Committee
Executive company officer / Chairwoman of the Board													
Véronique Bédague	62	F		89,197	1		19/05/21	SM 2029	4.6				C
Directors													
Charles-Henri Filippi Vice-Chairman	73	M		3,000		✓	15/12/16	SM 2027	9.0		C		●
Agnès Nahum Senior Independent Director	65	F		200		✓	19/05/15	SM 2027	9.5	C	●		●
Soumia Belaidi-Malinbaum	64	F		300		✓	24/03/15	SM 2029	9.5	●	●	VC	
Magali Smets	52	F		600		✓	31/05/16	SM 2028	8.5	●		C	●
Serge Magdeleine	54	M		200			24/07/25	SM 2028	0.4	●			●
Crédit Mutuel Arkéa represented by Bertrand Blanpain	63	M		2,653,597			19/05/21	SM 2029	4.6	●			●
AG2R La Mondiale represented by Fabrice Heyriès ⁽¹⁾	57	M		2,806,487			18/05/22	SM 2026	3.6				●
Florence Verzelen	48	F		200	1	✓	03/04/24	SM 2029	0.5				●
Enrique Martinez	55	M		200	1	✓	23/05/24	SM 2028	0.5	●		●	
Jérôme Grivet - until 16 June 2025 ⁽²⁾	-	M		-			23/07/15	16/06/25					
Director representing the shareholder employees													
Caroline Desmaretz	52	F		10,305			22/05/25	SM 2028	0.6				
Directors representing employees													
Bruno Catelin	60	M		1,160			01/01/17	31/10/28	8.9		●		
Constance Poublat	41	F		5,301			22/04/24	31/10/28	1.7				

(1) At 1 April 2026

C: Chairman/woman of the Committee

VC: Vice-Chairman/woman of the Committee

(1) Bruno Angles was the permanent representative of AG2R La Mondiale on Nexity's Board of Directors until 8 January 2025. Following a letter received from AG2R La Mondiale on 17 January 2025, Benoit Courmont became permanent representative of AG2R La Mondiale from that date until 15 July 2025, the date on which, following a letter received from AG2R La Mondiale, Fabrice Heyriès became the permanent representative

(2) Resignation from his role as director on 16 June 2025

In 2025, the following changes occurred within the Board of Directors:

- Serge Magdeleine, Chief Executive Officer of LCL, was co-opted on 24 July 2025, to replace Jérôme Grivet, who resigned, for the remainder of his











predecessor's term of office, i.e. until the end of the Annual Shareholders' Meeting held in 2028 to approve the financial statements for the fiscal year ending 31 December 2027. He represents Crédit Agricole Assurances, shareholder holding 6.4% of the share capital at 31 December 2025; and

- Two changes to the permanent representative of AG2R La Mondiale: in 2025, the permanent representation of AG2R La Mondiale on Nexity's Board of Directors changed, following changes in the executive management of the AG2R La Mondiale group. The departure of Bruno Angles from his position as Chief Executive Officer at the beginning of the year led to the appointment of Benoît Courmont as Interim Chief Executive Officer

on 8 January 2025, who has acted as permanent representative of AG2R La Mondiale on the Nexity Board since 17 January 2025. This period of transition ended with the appointment of Fabrice Heyriès as Chief Executive Officer of the Group. Consequently, following a letter received from AG2R La Mondiale on 15 July 2025, the permanent representative is now Fabrice Heyriès.

Skills of the members of the Board of Directors at 31 December 2025

The table below lists the main skills declared by the directors.

	Finance 	Financial services (bank and insurance) 	Real estate 	Strategy and Investment 	International 	Governance 	IT and digital systems 	CSR 	Climat 	Ethic and compliance 
Véronique Bédague	✓		✓	✓		✓	✓	✓		✓
Charles-Henri Filippi	✓	✓	✓	✓		✓		✓		✓
Agnès Nahum	✓	✓		✓	✓	✓		✓		✓
Soumia Belaidi Malimbaum	✓			✓		✓	✓	✓	✓	✓
Magali Smets	✓			✓		✓		✓	✓	
Serge Magdeleine	✓	✓	✓	✓	✓	✓	✓	✓		✓
Crédit Mutuel Arkéa represented by Bertrand Blanpain	✓	✓	✓	✓		✓	✓	✓	✓	✓
AG2R La Mondiale, represented by Fabrice Heyriès*	✓	✓	✓	✓		✓				✓
Florence Verzelen	✓			✓	✓	✓	✓	✓	✓	
Enrique Martinez	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Total excluding directors representing the employees	100%	60%	60%	100%	40%	100%	60%	90%	50%	80%
Bruno Catelin			✓				✓			
Constance Poublet			✓							
Caroline Desmaretz			✓				✓			
Total including directors representing the employees	77%	46%	69%	77%	31%	77%	62%	69%	38%	62%

Base: 13 members, including 2 directors representing employees and 1 representative of the shareholder employees, excluding 1 representative of the Social and Economic Committee and the Honorary Chairman
 * Bruno Angles was the permanent representative of AG2R La Mondiale on Nexity's Board of Directors until 8 January 2025. Following a letter received from AG2R La Mondiale on 17 January 2025, Benoît Courmont became permanent representative of AG2R La Mondiale from that date until 15 July 2025, the date on which, following a letter received from AG2R La Mondiale, Fabrice Heyriès became the permanent representative.

Changes in the composition of the Board of Directors and its Committees during the fiscal year ended 31 December 2025

	Leaving	Appointment	Renewal	Comments
Executive Management			Véronique Bédague 22/05/2025	Renewal of directorship
Board of Directors			Florence Verzelen 22/05/2025 Soumia Malinbaum 22/05/2025 Crédit Mutuel Arkéa 22/05/2025	Renewal of directorship Renewal of directorship Renewal of directorship
	Jérôme Grivet 16/06/2025			Resignation
		Serge Magdeleine 24/07/2025		Co-option
	Bruno Angles (AG2R La Mondiale) 08/01/2025	Benoit Courmont (AG2R La Mondiale) 17/01/2025		Change of permanent representative of AG2R La Mondiale
	Benoit Courmont (AG2R La Mondiale) 15/07/2025	Fabrice Heyriès (AG2R La Mondiale) 15/07/2025		Change of permanent representative of AG2R La Mondiale
		Caroline Demaretz 22/05/2025		Director representing the shareholder employees
Audit and Accounts Committee	Jérôme Grivet 16/06/2025	Serge Magdeleine 24/07/2025		
Remuneration and Appointments Committee	N/A	N/A	N/A	N/A
CSR Committee		Soumia Malinbaum 02/04/2025		Vice-Chairwoman of the Committee
Strategy and Investment Committee	Jérôme Grivet 16/06/2025	Serge Magdeleine 24/07/2025		

Individual attendance rates at the meetings of the Board of Directors and its various Committees

	Board of Directors		Audit and Accounts Committee		Remuneration and Appointments Committee		CSR Committee		Strategy and Investment Committee		Overall attendance rate
	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	
Directors present for the full year 2025											
Véronique Bédague	100%	7/7	-	-	-	-	-	-	-	-	100%
Charles-Henri Filippi	86%	6/7	-	-	100%	6/6	-	-	-	-	92%
Agnès Nahum	100%	7/7	100%	5/5	83%	5/6	-	-	-	-	94%
Soumia Malinbaum	100%	7/7	100%	5/5	100%	6/6	67%	2/3	-	-	95%
Magali Smets	100%	7/7	100%	5/5	-	-	100%	3/3	-	-	100%
Bertrand Blanpain	86%	6/7	40%	2/5	-	-	-	-	-	-	67%
Florence Verzelen	71%	5/7	-	-	-	-	100%	3/3	-	-	80%
Enrique Martinez	100%	7/7	100%	5/5	-	-	100%	3/3	-	-	100%
Constance Poublet	100%	7/7	-	-	-	-	-	-	-	-	100%
Bruno Catelin	100%	7/7	-	-	100%	6/6	-	-	-	-	100%
Directors who joined the Board of Directors in 2025											
Caroline Desmaretz (since 22/05/2025)	100%	7/7	-	-	-	-	-	-	-	-	100%
Serge Magdeleine (since 24/07/2025)	100%	7/7	100%	1/1	-	-	-	-	-	-	100%
Permanent representative directors of AG2R La Mondiale who succeeded each other during the year 2025											
Bruno Angles (until 08/01/2025)*	-	-	-	-	-	-	-	-	-	-	-
Benoit Courmont (until 15/07/2025)	75%	3/4	-	-	-	-	-	-	-	-	75%
Fabrice Heyriès (since 15/07/2025)	67%	2/3	-	-	-	-	-	-	-	-	67%
Subtotal AG2R La Mondiale	71%	5/7									71%
Directors who left the Board of Directors in 2025											
Jérôme Grivet (until 16/06/2025)	50%	2/4	100%	3/3	-	-	-	-	-	-	71%
TOTAL	90%		91%		96%		92%		-		91%

* No Board of Directors or Board Committee meetings were held between 1 and 8 January 2025.

It should be noted that in 2025, the permanent representation of AG2R La Mondiale on Nexity's Board of Directors changed, following changes in the executive management of the AG2R La Mondiale group.

The departure of Bruno Angles from his position as Chief Executive Officer at the beginning of the year led to the appointment of Benoît Courmont as Interim Chief Executive Officer on 8 January 2025, who has acted as permanent representative of AG2R La Mondiale on the Nexity Board since 17 January 2025.

This period of transition ended with the appointment of Fabrice Heyriès as Chief Executive Officer of the Group. Consequently, following a letter received from AG2R La Mondiale on 15 July 2025, the permanent representative is now Fabrice Heyriès. The short amount of time between his appointment and Nexity's Board of Directors meeting on 24 July 2025 meant that he was unable to attend this meeting.

To get a better picture of AG2R La Mondiale's attendance, an overall attendance rate was calculated on the basis of the average attendance rates of the successive representatives in 2025.

Work of the Board of Directors

Domain	Work during 2025
Group results	<ul style="list-style-type: none"> Reviewed the conclusions of the Audit and Accounts Committee on matters within its remit; Approved the consolidated and Parent Company financial statements for the fiscal year ended 31 December 2024, the 2025 interim financial statements and revenue for the 1st and 3rd quarters of 2025; Reviewed and approved the press releases relating to the publication of the quarterly, half-yearly and annual results; and Approved the proposed allocation of earnings and the dividend distribution policy.
Financial management	<ul style="list-style-type: none"> Regularly reviewed the Group's financial position and changes in its debt, discussed appropriate financing arrangements or the extension and adaptation of existing financing arrangements and reviewed and approved management forecasts; Reviewed the bond investor consultation procedure; and Renewed the powers of the Chairwoman and Chief Executive Officer with regard to securities and guarantees.
Governance	<ul style="list-style-type: none"> Reviewed the conclusions of the Remuneration and Appointments Committee on matters within its remit; Renewed the way in which Executive Management is run (single role of Chairwoman and Chief Executive Officer for Véronique Bédague); Deliberated on the independence of members of the Board of Directors and its Committees; Deliberated on the composition of the Board of Directors and its Committees; Examined the diversity and gender balance within the Board of Directors and its Committees; Approved the agenda and convened a Combined Shareholders' Meeting to approve the consolidated and Parent Company financial statements for the fiscal year ended 31 December 2024; Renewed the terms of office of four directors; Appointed a new director; Reviewed the succession plan for executives; Authorised the conclusion of a related-party agreement between the Company and a subsidiary; Discussed the assessment of the Board of Directors' work and operations; and Deliberated on proposals to amend the Company's internal rules and regulations and Articles of Association.
Remuneration	<ul style="list-style-type: none"> Reviewed the conclusions of the Remuneration and Appointments Committee on matters within its remit; Defined the remuneration policy for company officers and directors; Approved the remuneration of the Chairwoman and Chief Executive Officer, and of the Deputy CEO, as well as the remuneration of the members of the Board of Directors and its distribution in respect of 2024 (ex-post); Approved the remuneration of the Chairwoman and Chief Executive Officer, and of the Deputy CEO, as well as the remuneration of the members of the Board of Directors and its distribution in respect of 2025 (ex-ante); and Decided on the free share award plans.
CSR / HR	<ul style="list-style-type: none"> Reviewed the conclusions of the CSR Committee on matters within its remit; Reviewed the Company's diversity and CSR training policy: gender equality, disability, business line academies and CSR academies; Was informed of the implementation and results of the gender equality policy within the governing bodies and its results; and Reviewed the climate and biodiversity issues as part of the work on the CSRD.
Strategy	<ul style="list-style-type: none"> Discussed the Group's strategy, New Nexity, the Medium-Term Plan, the structuring into multi-product regions as well as marketing and sales.
Risk Management	<ul style="list-style-type: none"> Reviewed the processes for risk management and risk mapping, including CSR risks; Examined, through the report from the Audit and Accounts Committee, the compliance and ethics system, in particular on the subjects of preventing corruption and influence peddling, the prevention of fraud, the fight against money laundering and the financing of terrorism, the representation of interests (HATVP), and the duty of care; and Examined, through the report from the Audit and Accounts Committee, the 2025 review of the personal data protection system put in place within the Group (GDPR).
Universal registration document	<ul style="list-style-type: none"> Review and approval of the Universal registration document as a whole, notably including the Management Report, the Corporate Governance Report and the Sustainability Statement (including assessing the achievement of commitments relating to the climate and biodiversity strategy).

5.1.2 Specialised committees of the Board of Directors

The internal rules and regulations of the Board of Directors provide that the Board of Directors may decide to set up any permanent or temporary specialised Committees. The Board's permanent Committees are as follows:

- Audit and Accounts Committee;
- Remuneration and Appointments Committee;
- CSR Committee; and
- Strategy and Investment Committee.

Each Committee is responsible for studying, analysing and preparing certain Board deliberations, under the conditions set out by the Board of Directors' internal rules and regulations, or matters referred to it either by the Board or by the Chairman. It has advisory powers and acts under the authority of the Board, which creates it and to which it reports.





Each Committee is responsible for studying, analysing and preparing certain Board deliberations or matters referred to it either by the Board or by the Chairman. It has advisory powers and acts under the authority of the Board, which creates it and to which it reports.

The Committees are responsible for studying matters that the Board of Directors or its Chairman may submit to them, analysing and preparing the Board of Directors' work concerning these matters, and reporting their findings to the Board of Directors in the form of summaries, proposals, information or recommendations.

The Committees may commission external technical reviews on matters falling within their respective remits, at the Company's expense, after informing the Chairman of the Board of Directors or the Board of Directors itself and subject to reporting progress to the Board.

The overall level of participation for each committee is presented above.

The chart below shows the composition of the Committees as at 31 December 2025, as well as the variety of skills represented in each of the Committees:

AUDIT AND ACCOUNTS COMMITTEE	REMUNERATION AND APPOINTMENTS COMMITTEE	CSR COMMITTEE	STRATEGY AND INVESTMENT COMMITTEE
			
<p>Chairwoman: Agnès Nahum (independent)</p> <p>Members: Magali Smets (independent) Soumia Belaidi-Malinbaum (independent) Crédit Mutuel Arkea (Bertrand Blanpain) Serge Magdeleine Enrique Martinez (independent)</p> <p>6 members 67% of directors are independent¹ 50% women¹</p>	<p>Chairman: Charles-Henri Filippi (independent)</p> <p>Members: Agnès Nahum (independent) Soumia Belaidi-Malinbaum (independent) Bruno Catelin (representing the employees)</p> <p>4 members 100% of directors are independent¹ 67% women¹</p>	<p>Chairwoman: Magali Smets (independent)</p> <p>Vice-Chairwoman: Soumia Belaidi-Malinbaum (independent)</p> <p>Members: Florence Verzelen (independent) Enrique Martinez (independent)</p> <p>4 members 100% of directors are independent¹ 75% women¹</p>	<p>Chairwoman: Véronique Bédague</p> <p>Members: Agnès Nahum (independent) Magali Smets (independent) Crédit Mutuel Arkea (Bertrand Blanpain) Serge Magdeleine AG2R La Mondiale (Fabrice Heyriès)² Charles-Henri Filippi (independent)</p> <p>7 members 43% of directors are independent¹ 43% women¹</p>

Compétences



¹ In accordance with the Afep-Medef Code, directors representing the employees are not to be included in the calculation

² Bruno Angles was the permanent representative of AG2R La Mondiale on Nexity's Board of Directors until 8 January 2025. Following a letter received from AG2R La Mondiale on 17 January 2025, Benoit Courmont became permanent representative of AG2R La Mondiale from that date until 15 July 2025, the date on which, following a letter received from AG2R La Mondiale, Fabrice Heyriès became the permanent representative

5.1.3 Reappointment and ratification proposed to the Shareholders' Meeting of 21 May 2026

5.1.3.1 Renewal of the term of office of AG2R La Mondiale

LA MONDIALE

Director
Renewal of the term of office proposed to the Shareholders' Meeting of 21 May 2026



AG2R LA MONDIALE

Date first appointed:
18/05/2022

Term of office expiry date:
At the end of the Company's Shareholders' Meeting called to approve the financial statements for the fiscal year ending 31/12/2025

Number of shares at 31 December 2025:
2,806,487 held directly

Biography

La Mondiale is a mutual insurance company governed by the French Insurance Code, the constituent company of AG2R LA MONDIALE. It was created in 1905 in Lille and its registered office is located at 32 avenue Émile Zola in Mons-en-Baroeul, France. With its subsidiaries La Mondiale Partenaire, La Mondiale Europartner, La Mondiale Retraite Supplémentaire, ARIAL CNP ASSURANCES (joint venture with CNP Assurances, 60%-owned) and Ægide-Domitys, La Mondiale covers the supplementary, individual and collective pension, savings, personal protection insurance and senior residences business lines.

In 2024, it generated consolidated life insurance revenue of €7.8 billion. Leader in its three major markets, its main target markets are professionals in individual pension schemes (€0.9 billion), large companies in collective pension schemes (€1.3 billion mainly *via* ARIAL CNP ASSURANCES) and high net-worth savings customers (€2.7 billion *via* La Mondiale Partenaire in France and €2.8 billion *via* La Mondiale Europartner in Luxembourg).

Its products are distributed by an internal network of a thousand advisors and *via* private banking partners. At the end of 2024, La Mondiale's assets under management represented €109.5 billion, of which 37% were unit-linked and 63% were funds.

FABRICE HEYRIÈS (PERMANENT REPRESENTATIVE OF AG2R LA MONDIALE)***Nationality:** French**Age:** 57**Business address:** 14 boulevard Malesherbes - 75008 Paris - France

> Member of the Strategy and Investment Committee

Fabrice Heyriès is a graduate of the Institut d'études politiques d'Aix-en-Provence and a former student of the ENA. He began his career at the Ministry of the Interior, before becoming a Magistrate of the Court of Auditors. He joined the cabinet of the Minister of Labour and Solidarity in 2007 as an advisor on budgetary and social affairs before being appointed Deputy Chief of Staff to the Minister in 2008. In 2009, he became Director General of Social Action at the Ministry of Social Affairs, where he played a key role in the creation of the Directorate General for Social Cohesion (DGCS), becoming its first Director General. In 2011, he joined Groupama as Director of Public Affairs, Economics and Sustainable Development. He then held various positions within the group eventually becoming Deputy Managing Director in 2015. In September 2020, he was appointed Chief Executive Officer of MGEN and Director of Strategy, Influence and Audit for the VYV Group.

On 25 February 2025, Fabrice Heyriès was appointed Chief Executive Officer of AG2R LA MONDIALE by the Board of Directors of the Association Sommitale and the Board of Directors of La Mondiale, on the joint proposal of their Remuneration and Appointments Committees. He joined the Group on 7 April 2025.

Expertise

Finance, Financial Services (banking and insurance), Real Estate, Strategy and Investments, Governance, Ethics and Compliance

Current appointments

- Chief Executive Officer of the AG2R LA MONDIALE Group
 - Chief Executive Officer of the AG2R LA MONDIALE Association Sommitale
 - Chief Executive Officer of GIE AG2R
 - Chief Executive Officer of AG Mut
 - Chief Executive Officer of AG2R Agic-Arrco
 - Chief Executive Officer and Executive Director of AG2R LA MONDIALE REASSURANCE
 - Chief Executive Officer and Executive Director of AG2R Prévoyance
 - Chief Executive Officer and Executive Director of La Mondiale
 - Chief Executive Officer and Executive Director of SGAM AG2R LA MONDIALE
 - Chief Executive Officer and Executive Director of SGAPS AG2R LA MONDIALE
 - Deputy Managing Director of VIASANTE Mutuelle
 - Chairman of GIE La Mondiale Groupe
 - Chairman of La Mondiale Grands Crus
-

Terms of office expired during the past five years

- Director of Mutex (until 19/03/2025)
 - Chairman and Director of MGEN Technologies (until April 2025)
 - Director of UMR (until October 2025)
 - Chief Executive Officer of MGEN Union, MGEN, MGEN Actions Sanitaire et sociale, MGEN Centres de santé, MGEN Partenaires (until April 2025)
-

* Bruno Angles was the permanent representative of AG2R La Mondiale on Nexity's Board of Directors until 8 January 2025. Following a letter received from AG2R La Mondiale on 17 January 2025, Benoit Courmont became permanent representative of AG2R La Mondiale from that date until 15 July 2025, the date on which, following a letter received from AG2R La Mondiale, Fabrice Heyriès became the permanent representative

5.1.3.2 Ratification of the co-option of Serge Magdeleine

SERGE MAGDELEINE

Director



Nationality: French

Age: 54

Business address: 20 avenue de Paris - 94800 Villejuif - France

Date first appointed: 24/07/2025

Term of office expiry date: at the end of the Company's Shareholders' Meeting called to approve the financial statements for the fiscal year ending 31/12/2027

Number of shares at 31 December 2025: 200 held directly

- > Member of the Audit and Accounts Committee
- > Member of the Strategy and Investment Committee

After starting his career in consulting at Mercer Oliver Wyman from 1996 to 1999, then as founding Chairman of Empruntis.com from 1999 to 2001, Serge Magdeleine joined Crédit Agricole S.A. as Head of Online Banking before being appointed Head of Multimedia Marketing. In 2006, he joined the Paris and Ile-de-France Regional Bank as Head of the Distribution and Multichannel Division, then, in 2007, the Centre-Est Regional Bank as Head of Corporate and International. In 2010, he became Deputy Managing Director of the Alpes Provence Regional Bank, in charge of development, and Chief Executive Officer of GIE e-Immo. In November 2015, he was appointed Group Marketing and Digital Director of Crédit Agricole SA.

In 2016, he became Head of Digital Transformation and IT at the Crédit Agricole Group and Chief Executive Officer of Crédit Agricole Technologies & Services. He is a member of the Executive Committee of Crédit Agricole SA. He is also Chief Executive Officer of e-Immo, Vice-Chairman of Crédit Agricole Group Infrastructure Platform and member of the Board of Directors of the Crédit Agricole Investment and Research Fund.

In 2020, he joined Crédit Agricole Alpes Provence as Chief Executive Officer of the Regional Bank and became Permanent Representative of the FNCA and Chairman of CA e-Développement.

He was appointed Chief Executive Officer of LCL in January 2024.

In January 2021, he was appointed to the rank of Knight of the National Order of the Legion of Honour.

Expertise

Finance, Financial Services (banking and insurance), Real Estate, Strategy and Investment, International, Governance, Information Systems and Digital, CSR (excluding Climate), Ethics and Compliance

Current appointments

- Chief Executive Officer of LCL
- Director of Prédica
- Director of Crédit Agricole Assurance Retraite
- Director of Crédit Agricole Assurances
- Director of Pacifica
- Director of CA Indosuez

Terms of office expired during the past five years

- Chairman of Crédit Agricole Creditor Insurance (until 2025)
- Director of Blank (until 2025)
- Director of CA Bank Polska (until 2024)
- Chief Executive Officer of CRCAM Alpes Provence (until 2023)
- Director of CA Payment Services (until 2023), CAGIP (until 2023), SOFIPACA (until 2023)

5.1.3.3 Renewal of the terms of office of the Principal Statutory Auditors and the Statutory Auditor responsible for the certification of sustainability information

Given that the terms of office of the Company's Joint Principal Statutory Auditors expire at the next Annual Shareholders' Meeting, shareholders are asked to renew the respective terms of office of KPMG Audit IS and FORVIS MAZARS SA for a period of six fiscal years, i.e. until the Annual Shareholders' Meeting called in 2032 to approve the financial statements for the fiscal year ending 31 December 2031.

Taking into account the maximum duration of audit engagements of 24 years provided for in Article 17-4(b) of Regulation (EU) 537/2014 of 16 April 2014, the term of office of KPMG Audit IS will end, early, at the end of the Annual Shareholders' Meeting called in 2028 to approve the financial statements for the fiscal year ending 31 December 2027.

Shareholders are also asked to reappoint only FORVIS MAZARS SA as Statutory Auditors in charge of the certification of sustainability information, for a period of six fiscal years, i.e. until the Annual Shareholders' Meeting called in 2032 to approve the financial statements for the fiscal year ending 31 December 2031.

There is no proposal to renew KPMG Audit IS's term of office as Statutory Auditors in charge of the certification of sustainability information, which will also expire at the end of the next Shareholders' Meeting, given that it is not necessary to appoint two Statutory Auditors responsible for this mission.

As a reminder, the fees paid to the Statutory Auditors are presented below:

FISCAL YEARS: 2025 AND 2024 ⁽¹⁾	KPMG				Forvis Mazars				Other firms				
	Amount excl. VAT		%		Amount excl. VAT		%		Amount excl. VAT		%		
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	
(in thousands of euros)													
Statutory Auditors, certification, review of Parent Company and consolidated financial statements ⁽²⁾													
Issuer: Nexity SA	422	380	19%	16%	436	380	24%	27%	-	-	-	-	
Fully consolidated subsidiaries	1,718	1,941	75%	81%	1,116	960	62%	67%	33	58	100%	100%	
Sustainability audit	70	73	3%	3%	80	73	4%	5%					
Services other than the certification of financial statements ⁽²⁾													
Issuer: Nexity SA	5	15	0%	1%	11	12	1%	1%	-	-	-	-	
Fully consolidated subsidiaries	61	0	3%	-	158	0	9%	0%	-	-	-	-	
TOTAL	2,276	2,409	100%	100%	1,801	1,425	100%	100%	33	58	100%	100%	

(1) Services provided during the accounting period and expensed in the income statement

(2) Mainly contractual audits and various certificates

5.2 REMUNERATION AND BENEFITS PAID TO EXECUTIVE COMPANY OFFICERS AND DIRECTORS

5.2.1 Remuneration and benefits of Nexity's executive company officers and directors, awarded in respect of or paid during fiscal year 2025 (ex-post)

5.2.1.1 Principles common to all executive company officers

With regard to the executive company officers, the allocation, amount and payment of variable remuneration are subject to the achievement of set performance objectives, the satisfaction of which is assessed by the Board of Directors, after consulting the Remuneration and Appointments Committee, it being specified that it endeavours to set objectives that are relevant and tailored to the market context in which Nexity operates.

Payment is made following a favourable ex-post vote by the Shareholders' Meeting called in 2026 to approve the financial statements for the fiscal year ended 31 December 2025 (L.22-10-34 II of the French Commercial Code).

These elements are subject to a clawback clause applicable in the event of fraud or proven serious or gross misconduct by the Chairwoman and Chief Executive Officer or the Deputy CEO having a significant adverse impact in terms of image and reputation and/or in financial terms on the Company and its Group, or if the financial, accounting or quantitative data used to measure performance were to be obviously and intentionally distorted.

At the Shareholders' Meeting of 22 May 2025, shareholders approved the 15th and 16th resolutions relating to the ex ante remuneration of the executive company officers, based on financial, non-financial and qualitative criteria in line with the challenges of New Nexity and the alignment of interests with shareholders.

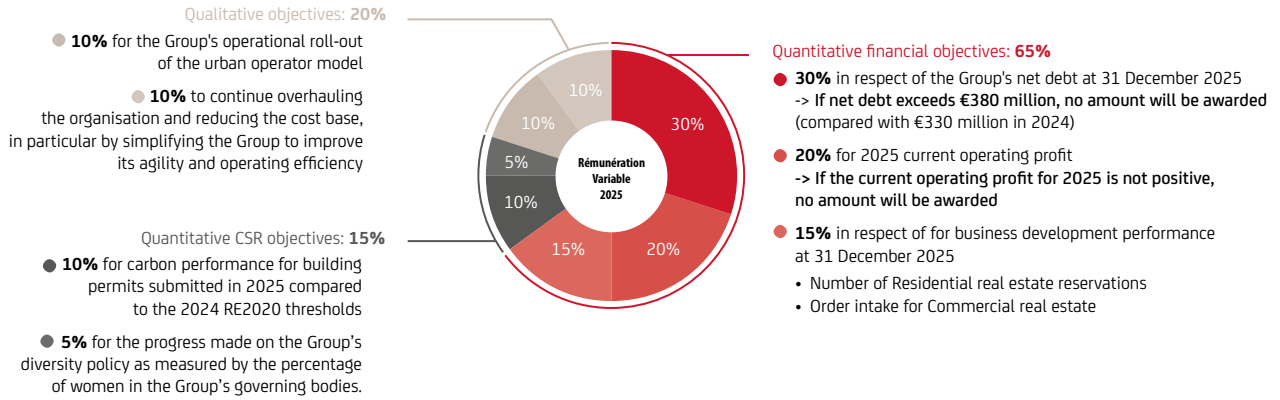
The total remuneration of executive company officers is structured around three components: fixed remuneration, annual variable remuneration and long-term remuneration (free share awards). Each of these components represents approximately one-third of the total remuneration, reflecting a balance between the recognition of the responsibilities exercised, the achievement of annual performance objectives and the alignment of the executive interests with the Group's strategy and long-term sustainable performance.

Thus, the ex-post remuneration principles for executive company officers in 2025 break down as follows:

- Stability of fixed remuneration compared to 2024; and
- Stability of the target annual and long-term variable amounts of remuneration, with a change in the criteria from 2024 to take into account the strategic challenges to be tackled by the executive company officers in the short and medium term.

The weighting of the annual variable remuneration criteria is as follows:

ex-post remuneration 2025



It is specified that the limit for the target variable portion may reach 110% if certain objectives set by the Board of Directors are exceeded.

With regard to multi-year variable remuneration, the Shareholders' Meeting of 22 May 2025, in its 20 resolution, approved the authorisation to grant free shares to company officers.

Free shares help establish a balanced mix of fixed, variable and multi-year remuneration. The Board of Directors deliberately chose a reference value of €16 per share, which is higher than the stock market price at the time of allocation, in order to create an incentive effect for management and to align the share-based remuneration with the objective of a sustainable improvement in the share price.

5.2.1.2 Remuneration applicable to Véronique Bédague, Chairwoman and Chief Executive Officer

Summary of remuneration and options and shares granted to Véronique Bédague

The table below shows the remuneration and benefits of all kinds due to Véronique Bédague, Chairwoman and Chief Executive Officer, by Nexity and the companies it controls, within the meaning of Article L.233-16 of the French Commercial Code, in respect of 2024 and 2025.

Table 1: AMF Position-Recommendation DOC-2021-02

<i>(in euros)</i>	Fiscal year 2024	Fiscal year 2025
Remuneration awarded during the fiscal year (see Table 2 below)	1,402,908	1,404,620
Valuation of multi-year variable remuneration awarded during the fiscal year	None	None
Valuation of options awarded during the fiscal year	None	None
Valuation of free shares granted ⁽¹⁾	583,740	426,760
Valuation of other long-term remuneration plans	None	None
TOTAL	1,986,648	1,831,380

(1) Valuation based on the method used for the consolidated financial statements

In summary, the remuneration awarded to Véronique Bédague, Chairwoman and Chief Executive Officer, in respect of the 2024 and 2025 fiscal years, or paid during these fiscal years, breaks down as follows:

Tables 2 and 3: AMF Position-Recommendation DOC-2021-02

<i>(in euros)</i>	Fiscal year 2024 ⁽¹⁾		Fiscal year 2025 ⁽¹⁾	
	Amounts awarded ⁽²⁾	Amounts paid ⁽³⁾	Amounts awarded ⁽²⁾	Amounts paid ⁽³⁾
Remuneration for company officer duties				
Fixed remuneration	750,000	750,000	750,000	750,000
Annual variable remuneration	650,000	227,500	650,000	685,750
Multi-year variable remuneration	None	None	None	None
Exceptional remuneration	None	None	None	None
Total remuneration	1,400,000	977,500	1,400,000	1,435,750
Remuneration as a director				
Nexity	None	None	None	None
Other controlled companies	None	None	None	None
Total remuneration as a director	-	-	-	-
Other remuneration				
Benefits in kind (vehicle, accommodations, etc.)	2,908	4,620	4,620	4,440
TOTAL	1,402,908	982,120	1,404,620	1,440,190

(1) Amounts due or paid by Nexity or the companies it controls within the meaning of Article L.233-16 of the French Commercial Code

(2) Remuneration **awarded** to the executive company officer in respect of their duties over the course of the fiscal year, **irrespective of the payment date**

(3) Total remuneration **actually paid during the fiscal year** to the executive company officer in respect of their duties

Véronique Bédague receives no remuneration from other Group companies for her duties at Nexity.

Summary of Véronique Bédague's annual variable remuneration for fiscal year 2025 (ex-post vote)

Fixed remuneration		€750,000			
Annual variable remuneration (for objectives 100% achieved)		€650,000			
Annual variable remuneration criteria	Minimum	Maximum	Maximum amount attributable	Achievement rate (criteria below)	Amount paid
Quantitative objectives: 80%			€555,750		€503,750
30% based on the level of net debt at the end of 2025	0%	110%	€214,500	110%	€214,500
20% based on current operating profit for 2025	0%	100%	€130,000	75%	€97,500
15% based on business development performance as of 31 December 2025					
→ 10% based on residential real estate reservations	0%	110%	€71,500	110%	€71,500
→ 5% based on order intake for commercial real estate	0%	110%	€35,750	50%	€16,250
10% based on the carbon performance of building permits filed in 2025	0%	110%	€71,500	110%	€71,500
5% based on the Group's gender equality policy	0%	100%	€32,500	100%	€32,500
Qualitative objectives: 20%			€130,000		€130,000
10% based on the operational roll-out of New Nexity	0%	100%	€65,000	80%	€52,000
10% based on the simplification of the Group with a view to improving its agility and operational efficiency	0%	100%	€65,000	80%	€52,000
TOTAL			€685,750		€607,750
% of target amount achieved					94%

The table below presents details of the achievement rates for each criterion of the annual variable remuneration for 2025.

Breakdown of Véronique Bédague's annual variable remuneration for fiscal year 2025 (ex- post vote)

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2025 fiscal year or accounting value	Presentation
Fixed remuneration	€750,000	
Annual variable remuneration	€607,750 , i.e. 94% of the target variable remuneration for 2025	€650,000 in the event of 100% achievement of the target objectives with the possibility of outperformance on certain objectives to 110%, representing a maximum attributable amount of €685,750
		Quantitative objectives: 80% (maximum amount attributable: €555,750)
Achievement rate of 110% Representing an amount awarded of €214,500		<ul style="list-style-type: none"> 30% in respect of the Group's net debt, excluding Angelotti (110% outperformance possible, i.e. a maximum attributable amount of €214,500), based on the following scale: <ul style="list-style-type: none"> Debt strictly above €380 million: 0% Debt of less than or equal to €380 million and strictly above €350 million: 50% Debt of less than or equal to €350 million and strictly above €330 million: 75% Debt of less than or equal to €330 million and more than or equal to €300 million: 100% Debt strictly below €300 million: 110%
		→ 2025 Net debt = €278 million (excluding Angelotti impact)
Achievement rate of 75% Representing an amount awarded of €97,500		<ul style="list-style-type: none"> 20% in respect of current operating profit for 2025, New Nexity scope (no outperformance possible, i.e. a maximum attributable amount of €130,000), based on the following scale: <ul style="list-style-type: none"> Current operating profit strictly below €0 million: 0% Current operating profit greater than or equal to €0 million and strictly below €10 million: 25% Current operating profit greater than or equal to €10 million and strictly below €20 million: 50% Current operating profit greater than or equal to €20 million and strictly below €50 million: 75% Current operating profit greater than or equal to €50 million: 100%
		→ New Nexity Current operating profit for 2025 = €25 million

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2025 fiscal year or accounting value	Presentation
	Achievement rate of 110% Representing an amount awarded of €71,500	<ul style="list-style-type: none"> • 15% in respect of business development performance (110% outperformance possible, i.e. a maximum attributable amount of €107,250): <ul style="list-style-type: none"> • 10% based on Residential Real Estate reservations (110% outperformance possible, i.e. a maximum attributable amount of €71,500), based on the following scale: <ul style="list-style-type: none"> - Reservations strictly under 10,000: 0% - Reservations greater than or equal to 10,000 and less than or equal to 10,500: 50% - Reservations strictly greater than 10,500 and less than or equal to 11,000: 75% - Reservations strictly greater than 11,000 and less than or equal to 11,200: 100% - Reservations strictly over 11,200: 110% <p>→ Number of reservations in 2025 = 12,008 units</p>
	Achievement rate of 50% Representing an amount awarded of €16,250	<ul style="list-style-type: none"> • 5% based on order intake for Commercial Real Estate, excluding Nexity Contractant Général (110% outperformance possible, i.e. a maximum attributable amount of €35,750), based on the following scale: <ul style="list-style-type: none"> - Order intake of €35 million or less: 0% - Order intake strictly above €35 million and less than or equal to €40 million: 50% - Order intake strictly above €40 million and less than or equal to €50 million: 75% - Order intake strictly over €50 million: 100% <p>→ Order intake in 2025 = €36 million (excluding NCG)</p>
Annual variable remuneration	Achievement rate of 110% Representing an amount awarded of €71,500	<ul style="list-style-type: none"> • 15% maximum in respect of HR and CSR criteria (i.e. a maximum attributable amount of €104,000), broken down as follows: <ul style="list-style-type: none"> • 10% for the carbon performance compared to the 2022 RE2020 threshold for building permits filed in 2025 (outperformance of 110% possible, i.e. a maximum attributable amount of €71,500), based on the following scale: <ul style="list-style-type: none"> - If the decrease is strictly below 10% = 0% - If the decrease is greater than or equal to 10% and strictly below 20% = 50% - If the decrease is greater than or equal to 20% and strictly below 30% = 100% - If the decrease is greater than or equal to 30% = 110% <p>→ Carbon performance of building permits filed in 2025 = 35%</p>
	Achievement rate of 100% Representing an amount awarded of €32,500	<ul style="list-style-type: none"> • 5% for progress made on the Group's gender equality policy as measured by the percentage of women in the Group's governing bodies (Club 1797) - (110% outperformance possible, i.e. a maximum attributable amount of €32,500), based on the following scale: <ul style="list-style-type: none"> - If the percentage of women in governing bodies is strictly below 39% = 0% - If the percentage of women in governing bodies is above or equal to 39% and strictly below 40% = 50% - If the percentage of women in governing bodies is strictly above 40% = 100% <p>→ Percentage of women in the Group's governing bodies = 42.4%</p>

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2025 fiscal year or accounting value	Presentation
Achievement rate of 80% Representing an amount awarded of €52,000	Qualitative objectives 20% (maximum amount attributable: €130,000)	<ul style="list-style-type: none"> • 10% for the operational roll-out of New Nexity (no outperformance possible, i.e. a maximum attributable amount of €65,000), based on the following criteria: <ul style="list-style-type: none"> • Operational roll-out of the new multi-product organisation by defining coherent development objectives for regions and business line segments by region and product line • Ensure the smooth running of the new regional and national bodies for engagement, development and arbitration of transactions <p>Elements of achievement:</p> <ul style="list-style-type: none"> • The organisation of New Nexity was deployed as of 1 January 2025, based on seven regional offices that are now multi-product, and the establishment of business line segments through the creation of four national real estate offers (Residential / Commercial / Refurbishment / Planning) bringing their business expertise throughout the country to support the multi-product regional offices in order to capitalise on Nexity's size effect: the Retail & Marketing segment was the subject of a detailed presentation to the directors in October 2025 • Regarding the retail segment: the new organisation led to 4,558 retail reservations in 2025, i.e. an 8% retail market share with growth of 19% in the first-time buyer segment, outperforming market growth which stands at 4%. This was made possible by the strong sales organisation in place and the work carried out since 2024 on adapting the supply for sale: <ul style="list-style-type: none"> - Stability of time to market at 5 months, securing supply rotation and the return to pre-crisis times to market, - Adaptation of the Group's supply for sale (5,447 in 2025 vs. 10,153 in 2022) to the size of the market (92,352 units), - The vast majority of the supply for sale is located in supply-constrained areas (90% of Nexity's offering in zones A, Abis and B1). • With regard to the Regions, Executive Management has drawn up a multi-product development plan for each of them, setting out the objectives for the coming years, taking into account their demography, their economic dynamism, their past and future industrial fabric and the local planning policies of each region. The plan for the Grand-Sud region was the subject of a presentation to the directors in July 2025. • Regarding the deployment towards the urban operator model in the strategic segment of urban regeneration and asset redevelopment: creation of a multidisciplinary division for New Urban Services & Solutions bringing together the operational subsidiaries of Nexity Immobilier Entreprise, Nexity Héritage and Nexity Contractant Général, thus creating in September 2025 a unique centre of expertise for the multi-product regional offices, which began operating in the last quarter of 2025 in preparation for the implementation of its development plan in 2026.

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2025 fiscal year or accounting value	Presentation
Achievement rate of 80% Representing an amount awarded of €52,000	<p>→ The Board of Directors and the Remuneration and Appointments Committee observed, in a context of ongoing crisis, the excellent level of commitment from the management team and the quality of the work undertaken in 2025, which should continue to bear fruit during the 2026 fiscal year. Also, in view of the economic climate of the sector, which remains constrained, and the range of issues to be dealt with as part of the execution of the Group's transformation plan, the Board of Directors, on the proposal of the Remuneration and Appointments Committee, determined that not all qualitative objectives could be fully achieved in 2025 and consider this objective to have an achievement rate of 80%.</p>	<ul style="list-style-type: none"> • 10% for the simplification of the Group with a view to improving its agility and operational efficiency (no outperformance possible, i.e. a maximum attributable amount of €65,000), based on the following criteria: <ul style="list-style-type: none"> • Simplification of the Group's legal organisation following its resizing and reduction in associated expenses; • Recalibration of the regional scope of the Group's development brands in line with the new market situation and the development potential by region and product line
		<p>Assessment:</p> <p>Following the implementation of the New Nexity project, launched in early 2025, it appeared necessary to make adjustments to the Edouard Denis structures, which are still heavily impacted from an economic point of view. Given the deterioration of the market and its positioning which focuses on individual investors in non-supply-constrained areas (significantly impacted by the non-renewal of the Pinel scheme), Edouard Denis has had to make changes to its economic and operational models (refocusing the brand on regions with the most dynamic markets, such as Île de France, Grand Ouest, Rhône Alpes and Sud Est under the Primosud brand). As part of an agreement on the implementation of a voluntary redundancy scheme unanimously signed by the trade unions in July 2025, 122 positions have been identified as eligible for voluntary redundancy. A system designed to support employees in the realisation of their professional projects has been rolled out, through paid mobility leave and various options for financial aid.</p> <p>This project is fully in line with the brand streamlining strategy and the necessary resizing of the Group's cost base to adapt it to the current new home market. As such, the savings generated in 2025, totalling nearly €100 million, can be seen in the very significant improvement in current operating profit between 2024 and 2025. The quest for operational efficiency and organisational simplification remain at the heart of New Nexity.</p> <p>Furthermore, in line with New Nexity's new operational structure based on multi-product regions and real estate offers, Nexity has initiated a project to simplify and streamline its legal organisation, the first step of which consists of employee transfers. These planned transfers required a joint and in-depth analysis of the Group's various departments in 2025. Given its complexity, effective implementation is scheduled to be carried out in 2026.</p> <p>This work to adapt the organisational structures has also led to the Group simplifying the governance of the regional offices (fewer corporate mandates and updated delegations of powers).</p> <p>→ The Board of Directors and the Remuneration and Appointments Committee observed, in a context of ongoing crisis, the excellent level of commitment from the management team and the quality of the work undertaken in 2025, which should continue to bear fruit during the 2026 fiscal year. Also, in view of the ongoing restricted economic situation of the sector, the scale of the topics to be dealt with as part of the implementation of the Group's transformation plan and the implementation of the adaptation of organisations which will continue throughout 2026, at the proposal of the Remuneration and Appointments Committee, the Board of Directors considered that the full efficiency of the qualitative objectives could not be fully achieved by 2025, and that 80% of this objective had been achieved.</p>

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2025 fiscal year or accounting value	Presentation
Exceptional remuneration		No exceptional remuneration
Stock options, performance shares or any other component of long-term remuneration		<p>47,000 shares based on the authorisation approved by the Shareholders' Meeting of 22 May 2025.</p> <ul style="list-style-type: none"> • Vesting in 2028 (minimum 3-year vesting period) subject to performance criteria and conditions for all shares; • Details of amounts and thresholds are not provided for reasons of confidentiality; • Conditions will be based on a number of indicators which measure the Group's financial and stock market performance, and its CSR policy. <p>Quantitative financial criteria: 75%</p> <ul style="list-style-type: none"> • 20% of shares awarded based on the target bank leverage ratio at the end of 2027 • 20% of shares awarded based on the current operating profit 2025-2026-2027* <p>* Current operating profit excluding international operations/disposals, external structural growth.</p> <ul style="list-style-type: none"> • 20% of shares awarded in respect of business development performance: <ul style="list-style-type: none"> • 15% on Residential Real Estate reservations in 2025-2026-2027 • 5% on order intake amount in Commercial Real Estate • 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period <p>Quantitative non-financial criteria: 25%</p> <ul style="list-style-type: none"> • 20% of shares awarded based on CSR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2025) compared to 2019 • 10% in respect of the Net Promoter Score • 5% on progress made in terms of diversity and inclusion
Remuneration as a director		None
Valuation of benefits of any kind		€385/month between January and March 2025, €370/month thereafter – Company car

Table 11: AMF Position-Recommendation DOC-2021-02

Supplementary pension scheme	Absence of supplementary pension plan
Severance benefits and non-compete indemnities	<p>Work contract terminated from 19 May 2021</p> <p>Non-competition clause of one year:</p> <ul style="list-style-type: none"> • Remunerated by an indemnity, payable monthly, equal to half of the average gross annual remuneration of any kind (fixed and annual variable component) paid by the Company during the two years preceding the effective departure date, in consideration for the undertaking not to carry out, directly or indirectly, an activity that competes with that of the Group; • This system was put in place when Véronique Bédague was appointed Chairwoman and Chief Executive Officer, in order to protect the Company's legitimate interests; • The Board reserves the right, at the time of the departure, to waive all or part of the non-compete commitment and therefore not to pay the corresponding amount; and • The payment of the non-compete indemnity is excluded when the Chairwoman and Chief Executive Officer exercises her right to retire. In any event, no indemnity may be paid beyond the age of 65. <p>End-of-service benefits</p> <ul style="list-style-type: none"> • An indemnity (other than the indemnity under the non-competition clause) equal to 1.5x average gross annual remuneration of any kind (fixed and annual variable component) paid by the Company during the two years preceding the effective date of departure; and • The right to receive the indemnity is subject to the achievement of performance conditions, the proportion of the indemnity due decreasing according to the rate of achievement of said conditions (see below for breakdown of the performance criteria conditioning the granting of end-of-service benefits). <p>Overall cap</p> <ul style="list-style-type: none"> • 2x average gross annual remuneration of any kind (fixed and annual variable component) including any indemnity received for the termination of the employment contract, in accordance with the provisions of the Afep-Medef Code. <p>Amounts awarded and performance criteria conditioning the granting of benefits:</p> <p>Payment of end-of-service benefits for the Chairwoman and Chief Executive Officer is subject to compliance, duly noted by the Board of Directors at the time of or after the termination of her duties, with conditions related to the Company's performance, defined on this day as follows:</p> <ul style="list-style-type: none"> • 100% if: <ul style="list-style-type: none"> • Average stock market price in the six months preceding the termination of functions (ASM) at least equal to the average stock market price of the six months preceding the vote by the Shareholders' Meeting on the principle of these indemnities, • Consolidated current operating profit (using comparable accounting standards) (COP) over the two years preceding the termination of office in line with the forward-looking data for the same period provided to the market and approved by the Shareholders' Meeting; • 65% if the COP goal is achieved but the share price has declined; and • 35% if the share price goal is achieved but the COP goal is not. <p>Trigger event: final departure from the Group following:</p> <ul style="list-style-type: none"> • Termination (except for serious or gross misconduct as defined by analogy with legal precedent under employment law) during the term of office; • Non-renewal of the term of office; and • Resignation (before the end of the term of office) due to a disagreement of opinion with the Board of Directors and after discussion within the Board to understand the objective reasons for this disagreement and its impact on the duties and responsibilities of the company officer.

5.2.1.3 Remuneration of Jean-Claude Bassien, Deputy CEO

Summary of remuneration and options and shares granted to Jean-Claude Bassien

The table below shows the remuneration and benefits of all kinds due to Jean-Claude Bassien, Deputy Chief Executive Officer by Nexity and the companies it controls, within the meaning of Article L.233-16 of the French Commercial Code, in respect of 2024 and 2025.

Table 1: AMF Position-Recommendation DOC-2021-02

<i>(in euros)</i>	Fiscal year 2024	Fiscal year 2025
Remuneration awarded during the fiscal year (see Table 2 below)	901,080	901,560
Valuation of multi-year variable remuneration awarded during the fiscal year	None	None
Valuation of options awarded during the fiscal year	None	None
Valuation of free shares granted ⁽¹⁾	347,760	254,240
Valuation of other long-term remuneration plans	None	None
TOTAL	1,248,840	1,155,800

(1) Valuation based on the method used for the consolidated financial statements

The breakdown of the remuneration awarded to Jean-Claude Bassien, Deputy CEO, in respect of the 2024 and 2025 fiscal years, or paid during these fiscal years, is as follows:

Tables 2 and 3: AMF Position-Recommendation DOC-2021-02

<i>(in euros)</i>	Fiscal year 2024 ⁽¹⁾		Fiscal year 2025 ⁽¹⁾	
	Amounts awarded ⁽²⁾	Amounts paid ⁽³⁾	Amounts awarded ⁽²⁾	Amounts paid ⁽³⁾
Remuneration for company officer duties				
Fixed remuneration	500,000	500,000	500,000	500,000
Annual variable remuneration	400,000	140,000	400,000	422,000
Multi-year variable remuneration	None	None	None	None
Exceptional remuneration	None	None	None	None
Total remuneration	900,000	640,000	900,000	922,750
Remuneration as a director				
Nexity	None	None	None	None
Other controlled companies	None	None	None	None
Total remuneration as a director	0	0	-	-
Other remuneration				
Benefits in kind (vehicle, accommodations, etc.)	1,080	1,280	1,560	1,293
TOTAL	901,080	641,280	901,560	924,043

(1) Amounts due or paid by Nexity or the companies it controls within the meaning of Article L.233-16 of the French Commercial Code

(2) Remuneration **awarded** to the executive company officer in respect of their duties over the course of the fiscal year, **irrespective of the payment date**

(3) Total remuneration **actually paid during the fiscal year** to the executive company officer in respect of their duties

No remuneration is paid by any other Group company to Jean-Claude Bassien for his duties within Nexity.

Summary of the annual variable remuneration of Jean-Claude Bassien for the 2025 fiscal year (ex-post vote)

Fixed remuneration	€500,000				
Annual variable remuneration (for objectives 100% achieved)	€400,000				
Annual variable remuneration criteria	Minimum	Maximum	Maximum amount attributable	Achievement rate (criteria below)	Amount awarded
Quantitative objectives: 80%			€342,000		€310,000
30% based on the level of net debt at the end of 2025	0%	110%	€132,000	110%	€132,000
20% based on current operating profit for 2025	0%	100%	€80,000	75%	€60,000
15% based on business development performance as of 31 December 2025					
→ 10% based on residential real estate reservations	0%	110%	€44,000	110%	€44,000
→ 5% based on order intake for commercial real estate	0%	110%	€22,000	50%	€10,000
10% based on the carbon performance of building permits filed in 2025	0%	110%	€44,000	110%	€44,000
5% based on the Group's gender equality policy	0%	100%	€20,000	100%	€20,000
Qualitative objectives: 20%			€80,000		€80,000
10% based on the operational roll-out of New Nexity	0%	100%	€40,000	80%	€32,000
10% based on the simplification of the Group with a view to improving its agility and operational efficiency	0%	100%	€40,000	80%	€32,000
TOTAL			€422,000		€374,000
% of target amount achieved					94%

The table below presents details of the achievement rates for each criterion of the annual variable remuneration for 2025.

Annual variable remuneration of Jean-Claude Bassien for the 2025 fiscal year (ex-post vote)

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2024 fiscal year or accounting value	Presentation
Fixed remuneration	€500,000	
Annual variable remuneration	€374,000, i.e. 94% of the target variable remuneration for 2025	€400,000 in the event of 100% achievement of the target objectives with the possibility of outperformance on certain objectives to 110%, representing a maximum attributable amount of €422,000
		Quantitative objectives: 80% (maximum amount attributable: €342,000)
	Achievement rate of 110% Representing an amount awarded of €132,000	<ul style="list-style-type: none"> • 30% in respect of the Group's net debt, excluding Angelotti (110% outperformance possible, i.e. a maximum attributable amount of €132,000), based on the following scale: <ul style="list-style-type: none"> • Debt strictly above €380 million: 0% • Debt of less than or equal to €380 million and strictly above €350 million: 50% • Debt of less than or equal to €350 million and strictly above €330 million: 75% • Debt of less than or equal to €330 million and more than or equal to €300 million: 100% • Debt strictly below €300 million: 110%
	Achievement rate of 75% Representing an amount awarded of €60,000	<ul style="list-style-type: none"> → 2025 Net debt = €278 million (excluding Angelotti impact) • 20% in respect of current operating profit for 2025, New Nexity scope (no outperformance possible, i.e. a maximum attributable amount of €80,000), based on the following scale: <ul style="list-style-type: none"> • Current operating profit strictly below €0 million: 0% • Current operating profit greater than or equal to €0 million and strictly below €10 million: 25% • Current operating profit greater than or equal to €10 million and strictly below €20 million: 50% • Current operating profit greater than or equal to €20 million and strictly below €50 million: 75% • Current operating profit greater than or equal to €50 million: 100%
		→ New Nexity Current operating profit for 2025 = €25 million

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2024 fiscal year or accounting value	Presentation
	<p>Achievement rate of 110% Representing an amount awarded of €44,000</p> <p>Achievement rate of 50% Representing an amount awarded of €10,000</p>	<ul style="list-style-type: none"> • 15% in respect of business development performance (110% outperformance possible, i.e. a maximum attributable amount of €66,000): <ul style="list-style-type: none"> • 10% based on Residential Real Estate reservations (110% outperformance possible, i.e. a maximum attributable amount of €44,000), based on the following scale: <ul style="list-style-type: none"> - Reservations strictly under 10,000: 0% - Reservations greater than or equal to 10,000 and less than or equal to 10,500: 50% - Reservations strictly greater than 10,500 and less than or equal to 11,000: 75% - Reservations strictly greater than 11,000 and less than or equal to 11,200: 100% - Reservations strictly over 11,200: 110% → Number of reservations in 2025 = 12,008 units • 5% based on order intake for Commercial Real Estate, excluding Nexity Contractant Général (110% outperformance possible, i.e. a maximum attributable amount of €22,000), based on the following scale: <ul style="list-style-type: none"> - Order intake of €35 million or less: 0% - Order intake strictly above €35 million and less than or equal to €40 million: 50% - Order intake strictly above €40 million and less than or equal to €50 million: 75% - Order intake strictly over €50 million: 100% → Order intake in 2025 = €36 million (excluding NCG) → Number of reservations in 2025 = 12,008 units
Annual variable remuneration	<p>Achievement rate of 110% Representing an amount awarded of €44,000</p> <p>Achievement rate of 100% Representing an amount awarded of €20,000</p>	<ul style="list-style-type: none"> • 15% based on HR and CSR criteria (i.e. a maximum attributable amount of €64,000), broken down as follows: <ul style="list-style-type: none"> • 10% for the carbon performance compared to the 2022 RE2020 threshold for building permits filed in 2025 (outperformance of 110% possible, i.e. a maximum attributable amount of €71,500), based on the following scale: <ul style="list-style-type: none"> - If the decrease is strictly below 10% = 0% - If the decrease is greater than or equal to 10% and strictly below 20% = 50% - If the decrease is greater than or equal to 20% and strictly below 30% = 100% - If the decrease is greater than or equal to 30% = 110% → Carbon performance of building permits filed in 2025 = 35% • 5% for progress made on the Group's gender equality policy as measured by the percentage of women in the Group's governing bodies (Club 1797) - (110% outperformance possible, i.e. a maximum attributable amount of €20,000), based on the following scale: <ul style="list-style-type: none"> - If the percentage of women in governing bodies is strictly below 39% = 0 - If the percentage of women in governing bodies is above or equal to 39% and strictly below 40% = 50% - If the percentage of women in governing bodies is strictly above 40% = 100% → Percentage of women in the Group's governing bodies = 42.4%

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2024 fiscal year or accounting value	Presentation
Achievement rate of 80% Representing an amount awarded of €32,000	Qualitative objectives: 20% (maximum amount attributable: €80,000)	<ul style="list-style-type: none"> • 10% for the operational roll-out of New Nexity (no outperformance possible, <i>i.e.</i> a maximum attributable amount of €40,000), based on the following criteria: <ul style="list-style-type: none"> • Operational roll-out of the new multi-product organisation by defining coherent development objectives for regions and business line segments by region and product line • Ensure the smooth running of the new regional and national bodies for engagement, development and arbitration of transactions <p>Elements of achievement:</p> <ul style="list-style-type: none"> • The organisation of New Nexity was deployed as of 1 January 2025, based on seven regional offices that are now multi-product, and the establishment of business line segments through the creation of four national real estate offers (Residential / Commercial / Refurbishment / Planning) bringing their business expertise throughout the country to support the multi-product regional offices in order to capitalise on Nexity's size effect: the Retail & Marketing segment was the subject of a detailed presentation to the directors in October 2025 • Regarding the retail segment: the new organisation led to 4,558 retail reservations in 2025, <i>i.e.</i> an 8% retail market share with growth of 19% in the first-time buyer segment, outperforming market growth which stands at 4%. This was made possible by the strong sales organisation in place and the work carried out since 2024 on adapting the supply for sale: <ul style="list-style-type: none"> - Stability of time to market at 5 months, securing supply rotation and the return to pre-crisis times to market, - Adaptation of the Group's supply for sale (5,447 in 2025 vs. 10,153 in 2022) to the size of the market (92,352 units), - The vast majority of the supply for sale is located in supply-constrained areas (90% of Nexity's offering in zones A, Abis and B1). • With regard to the Regions, Executive Management has drawn up a multi-product development plan for each of them, setting out the objectives for the coming years, which include differentiated strategies to meet the specific demands of each region, taking into account their demography, their economic dynamism, their past and future industrial fabric and the local planning policies of each region. The plan for the Grand-Sud region was the subject of a presentation to the directors in July 2025. • Regarding the deployment towards the urban operator model in the strategic segment of urban regeneration and asset redevelopment: creation of a multidisciplinary division for New Urban Services & Solutions bringing together the operational subsidiaries of Nexity Immobilier Entreprise, Nexity Héritage and Nexity Contractant Général, thus creating in September 2025 a unique centre of expertise for the multi-product regional offices, which began operating in the last quarter of 2025 in preparation for the implementation of its development plan in 2026.

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2024 fiscal year or accounting value	Presentation
	Achievement rate of 80% Representing an amount awarded of €32,000	<p>→ The Board of Directors and the Remuneration and Appointments Committee observed, in a context of ongoing crisis, the excellent level of commitment from the management team and the quality of the work undertaken in 2025, which should continue to bear fruit during the 2026 fiscal year. Also, in view of the ongoing restricted economic situation of the sector, the scale of the topics to be dealt with as part of the implementation of the Group's transformation plan and the implementation of the adaptation of organisations which will continue throughout 2026, at the proposal of the Remuneration and Appointments Committee, the Board of Directors considered that the full efficiency of the qualitative objectives could not be fully achieved by 2025, and that 80% of this objective had been achieved.</p> <ul style="list-style-type: none"> • 10% for the simplification of the Group with a view to improving its agility and operational efficiency (no outperformance possible, <i>i.e.</i> a maximum attributable amount of €40,000), based on the following criteria: <ul style="list-style-type: none"> • Simplification of the Group's legal organisation following its resizing and reduction in associated expenses; • Recalibration of the regional scope of the Group's development brands in line with the new market situation and the development potential by region and product line <p>Assessment:</p> <p>Following the implementation of the New Nexity project, launched in early 2025, it appeared necessary to make adjustments to the Edouard Denis structures, which are still heavily impacted from an economic point of view. Given the deterioration of the market and its positioning which focuses on individual investors in non-supply-constrained areas (significantly impacted by the non-renewal of the Pinel scheme), Edouard Denis has had to make changes to its economic and operational models (refocusing the brand on regions with the most dynamic markets, such as Ile de France, Grand Ouest, Rhône Alpes and Sud Est under the Primosud brand). As part of an agreement on the implementation of a voluntary redundancy scheme unanimously signed by the trade unions in July 2025, 122 positions have been identified as eligible for voluntary redundancy. A system designed to support employees in the realisation of their professional projects has been rolled out, through paid mobility leave and various options for financial aid.</p> <p>This project is fully in line with the brand streamlining strategy and the necessary resizing of the Group's cost base to adapt it to the current new home market. As such, the savings generated in 2025, totalling nearly €100 million, can be seen in the very significant improvement in current operating profit between 2024 and 2025. The quest for operational efficiency and organisational simplification remain at the heart of New Nexity.</p> <p>Furthermore, in line with New Nexity's new operational structure based on multi-product regions and real estate offers, Nexity has initiated a project to simplify and streamline its legal organisation, the first step of which consists of employee transfers. These planned transfers required a joint and in-depth analysis of the Group's various departments in 2025. Given its complexity, effective implementation is scheduled to be carried out in 2026.</p> <p>This work to adapt the organisational structures has also led to the Group simplifying the governance of the regional offices (fewer corporate mandates and updated delegations of powers).</p> <p>→ The Board of Directors and the Remuneration and Appointments Committee observed, in a context of ongoing crisis, the excellent level of commitment from the management team and the quality of the work undertaken in 2025, which should continue to bear fruit during the 2026 fiscal year. Also, in view of the ongoing restricted economic situation of the sector, the scale of the topics to be dealt with as part of the implementation of the Group's transformation plan and the implementation of the adaptation of organisations which will continue throughout 2026, at the proposal of the Remuneration and Appointments Committee, the Board of Directors considered that the full efficiency of the qualitative objectives could not be fully achieved by 2025, and that 80% of this objective had been achieved.</p>
Exceptional remuneration		No exceptional remuneration

Component of the remuneration policy	Amounts awarded or to be paid (ex-post vote) in respect of the 2024 fiscal year or accounting value	Presentation
Stock options, performance shares or any other component of long-term remuneration		<p>28,000 shares based on the authorisation approved by the Shareholders' Meeting of 22 May 2025.</p> <ul style="list-style-type: none"> • Vesting in 2028 (minimum 3-year vesting period) subject to performance criteria and conditions for all shares; • Details of amounts and thresholds are not provided for reasons of confidentiality; • Conditions will be based on a number of indicators which measure the Group's financial and stock market performance, and its CSR policy. <p>Quantitative financial criteria: 75%</p> <ul style="list-style-type: none"> • 20% of shares awarded based on the target bank leverage ratio at the end of 2027 • 20% of shares awarded based on the current operating profit 2025-2026-2027* <p>* Current operating profit excluding international operations/disposals, external structural growth.</p> <ul style="list-style-type: none"> • 20% of shares awarded in respect of business development performance: <ul style="list-style-type: none"> • 15% on Residential Real Estate reservations in 2025-2026-2027 • 5% on order intake amount in Commercial Real Estate • 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period <p>Quantitative non-financial criteria: 25%</p> <ul style="list-style-type: none"> • 20% of shares awarded based on CSR / HR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2025) compared to 2019 • 10% in respect of the Net Promoter Score • 5% on progress made in terms of diversity and inclusion
Remuneration as a director		None
Valuation of benefits of any kind		€108/month – Company car

Table 11: AMF Position-Recommendation DOC-2021-02

Employment contract	Terminated on 19 May 2021
Supplementary pension scheme	Absence of supplementary pension plan
Severance benefits and non-compete indemnities	<p>Work contract terminated from 19 May 2021</p> <p>Non-competition clause of one year:</p> <ul style="list-style-type: none"> • Remunerated by an indemnity, payable monthly, equal to half of the average gross annual remuneration of any kind (fixed and annual variable component) paid by the Company during the two years preceding the effective departure date, in consideration for the undertaking not to carry out, directly or indirectly, an activity that competes with that of the Group; • This system was put in place when Véronique Bédague was appointed Chairwoman and Chief Executive Officer, in order to protect the Company's legitimate interests; • The Board reserves the right, at the time of the departure, to waive all or part of the non-compete commitment and therefore not to pay the corresponding amount; and • The payment of the non-compete indemnity is excluded when the Chairwoman and Chief Executive Officer exercises her right to retire. In any event, no indemnity may be paid beyond the age of 65. <p>End-of-service benefits</p> <ul style="list-style-type: none"> • An indemnity (other than the indemnity under the non-competition clause) equal to 1.5x average gross annual remuneration of any kind (fixed and annual variable component) paid by the Company during the two years preceding the effective date of departure; and • The right to receive the indemnity is subject to the achievement of performance conditions, the proportion of the indemnity due decreasing according to the rate of achievement of said conditions (see below for breakdown of the performance criteria conditioning the granting of end-of-service benefits). <p>Overall cap</p> <ul style="list-style-type: none"> • 2x average gross annual remuneration of any kind (fixed and annual variable component) including any indemnity received for the termination of the employment contract, in accordance with the provisions of the Afep-Medef Code.
Severance benefits and non-compete indemnities	<p>Amounts awarded and performance criteria conditioning the granting of benefits:</p> <p>Payment of end-of-service benefits for the Chairwoman and Chief Executive Officer is subject to compliance, duly noted by the Board of Directors at the time of or after the termination of her duties, with conditions related to the Company's performance, defined on this day as follows:</p> <ul style="list-style-type: none"> • 100% if: <ul style="list-style-type: none"> • Average stock market price in the six months preceding the termination of functions (ASM) at least equal to the average stock market price of the six months preceding the vote by the Shareholders' Meeting on the principle of these indemnities, • Consolidated current operating profit (using comparable accounting standards) (COP) over the two years preceding the termination of office in line with the forward-looking data for the same period provided to the market and approved by the Shareholders' Meeting; • 65% if the COP goal is achieved but the share price has declined; and • 35% if the share price goal is achieved but the COP goal is not. <p>Trigger event: final departure from the Group following:</p> <ul style="list-style-type: none"> • Termination (except for serious or gross misconduct as defined by analogy with legal precedent under employment law) during the term of office; • Non-renewal of the term of office; and • Resignation (before the end of the term of office) due to a disagreement of opinion with the Board of Directors and after discussion within the Board to understand the objective reasons for this disagreement and its impact on the duties and responsibilities of the company officer.

5.2.1.4 Information on free shares granted by the Company

The tables below show the components of remuneration relating to the free share plans granted by the Company to its executive company officers, managers and employees (Tables 6, 7 and 10 of AMF Position-Recommendation DOC-2021-02).

Concerning Véronique Bédague, Chairwoman and Chief Executive Officer

Table 7: AMF Position-Recommendation DOC-2021-02

Free shares that became available during the 2025 fiscal year			
Plan	Vesting date	Number of shares	Performance conditions
18/05/2022 (Company Officer Plan)	01/07/2025	13,800 i.e. 23% of the maximum number of shares	<ul style="list-style-type: none"> • Maximum number of shares: 60,000, i.e. 0.11% of the share capital • 100% of awards subject to presence and performance <p>Breakdown of the criteria:</p> <ul style="list-style-type: none"> • 35%: Cumulative Group current operating profit for 2022-2023-2024 <ul style="list-style-type: none"> • If the Cumulative COP is equal to or greater than 65% and strictly less than 80% of the Target COP: 35% • If the Cumulative COP is equal to or greater than 50% and strictly less than 65% of the Target COP: 30% • If the Cumulative COP is equal to or greater than 40% and strictly less than 50% of the Target COP: 25% • No shares are vested if the Cumulative COP is strictly less than 80% of the target COP → Cumulative Group COP for 2022-2023-2024 = €348 million → Objective not achieved • 10%: level of backlog at 31 December 2024 <ul style="list-style-type: none"> • If the Backlog is strictly greater than €6,400 million at 31 December 2024: 100% • If the Backlog is strictly greater than €6,300 million and less than or equal to €6,400 million at 31 December 2024: 90% • If the Backlog is strictly greater than €6,200 million and less than or equal to €6,300 million at 31 December 2024: 80% • No shares are vested if the Backlog is strictly less than €6,200 million as of 31 December 2024 → Backlog at 31 December 2024: €4,394 million → Objective not achieved • 10%: debt/EBITDA ratio for 2022, 2023 and 2024 <ul style="list-style-type: none"> • If the Debt Ratio is less than or equal to 2: 100% • If the Debt Ratio is between 2.25 and 2: 90% • If the Debt Ratio is between 2.5 and 2.25: 80% • No shares are vested if the Debt Ratio is greater than 2.5 → Ratio of net debt to consolidated EBITDA for 2022, 2023 and 2024: -2.4x → Objective not achieved • 10%: level of reduction of the carbon footprint 2024 <ul style="list-style-type: none"> • If the objective is achieved for the residential scope: 50% • If the objective is achieved for the business scope: 30% • If the objective is achieved for the employee scope: 20% • No shares are vested under a scope if the objective is not achieved → Achievement rate of 80% (residential and business scope)

Free shares that became available during the 2025 fiscal year			
Plan	Vesting date	Number of shares	Performance conditions
18/05/2022 (Company Officer Plan)	01/07/2025	13,800 i.e. 23% of the maximum number of shares	<ul style="list-style-type: none"> • 10%: gender equality criterion <ul style="list-style-type: none"> • At least 40% women in governing bodies defined as Club 1797 • No gender pay gap exceeding 10% each year for an equivalent profile, position and situation <ul style="list-style-type: none"> - If both criteria are met: 100% - If only one of the two criteria is met: 50% - No shares awarded under this criterion if neither criterion is met → Achievement rate of 100% • 10%: level of customer satisfaction (increase in 2022, 2023 and 2024) <ul style="list-style-type: none"> • If the 2024 score is higher than the best scores obtained for the 2021, 2022 and 2023 fiscal years: 50% • If the 2023 score is higher than the best scores obtained for the 2021 and 2022 fiscal years: 50% → 2021 NPS: -20.2 / 2022 NPS: -10.4 / 2023 NPS: -2.5 / 2024 NPS: -2.9 → Achievement rate of 50% • 15%: relative TSR (stock market value creation) compared to the SBF 120 between 2022 and 2024 <ul style="list-style-type: none"> • If at 31 December 2024, the TSR is greater than or equal to 105% of the TSR of the SBF 120: 100% • If at 31 December 2024, the TSR is greater than or equal to 90% and less than 105% of the TSR of the SBF 120: 85% • No shares if as of 31 December 2024 the TSR is less than 90% of the TSR of the SBF 120 → Nexity TSR at 31/12/2024: -50.4% vs. SBF 120 TSR at 31/12/2024: +18.4% → Objective not achieved

Table 6: AMF Position-Recommendation DOC-2021-02

Free shares					
Plan	Number of shares awarded	Valuation based on the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
28/02/2024 (Company Officer Plan)	20,000 i.e. 0.04% of the share capital	€11.91	27/02/2027	27/02/2027	<ul style="list-style-type: none"> • 100% of the awards are subject to presence and performance • Criteria based on IFRS standards* • No shares are awarded if one of the objectives is less than 80% or 100% achieved depending on the criteria <p>Breakdown of the criteria:</p> <ul style="list-style-type: none"> • 35%: cumulative Group current operating profit 2023-2024-2025 → no amount paid if current operating profit is less than 80% of target COP • 10%: level of backlog at 31 December 2025 → no amount paid if the backlog is less than 19 months of Development revenue • 15%: debt/EBITDA ratio (excluding IFRS 16) for 2023, 2024 and 2025 → no amount paid if the ratio is not 3.5x or higher** • 15%: level of reduction of carbon footprint 2025 • 10%: gender equality criterion at the end of 2025 • 15%: relative TSR (stock market value creation) compared to the SBF 120 between 2023 and 2025 <p>* On 18 December 2025, the Board of Directors decided to align the criteria of current operating profit, backlog of real estate development activities and net debt ratio, on the basis of the IFRS standards used for the 2025 financial statements, in the interests of consistency with the Group's financial reporting, which has been presented under IFRS since 1 January 2025. It is specified that these amendments are purely technical in nature and do not entail any reduction in rights.</p> <p>** The renegotiations carried out on the banking ratios in 2025 have had no impact on this criterion as it was set prior to the crisis.</p>

Free shares					
Plan	Number of shares awarded	Valuation based on the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
23/05/2024 (Company Officer Plan)	47,000 i.e. 0.08% of the share capital	€12.42	22/05/2027	22/05/2027	<ul style="list-style-type: none"> • 100% of the awards are subject to presence and performance • No shares are awarded if one of the objectives is less than 80% or 100% achieved depending on the criteria • Criteria based on IFRS standards* Quantitative financial criteria: 75% • 20% of shares awarded based on the reduction of net debt at 31 December 2026 • 15% of shares awarded on the basis of the cumulative operational cash flow for the period 2024-2026 • 15% of shares awarded based on the relative level of TSR (stock market value creation) compared to the SBF 120 during the period 2024-2026 • 25% of shares awarded on the success of operational urban regeneration projects Quantitative non-financial criteria: 25% • 25% of shares awarded based on CSR/HR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2026) compared to 2019 • 10% in respect of the Net Promoter Score • 5% on progress made in terms of diversity and inclusion <p>* On 18 December 2025, the Board of Directors decided to align the criteria of net debt and operating free cash flow, on the basis of the IFRS standards used for the 2025 financial statements, in the interests of consistency with the Group's financial reporting, which has been presented under IFRS since 1 January 2025. It is specified that these amendments are purely technical in nature and do not entail any reduction in rights.</p>
22/05/2025 (Company Officer Plan)	47,000 i.e. 0.08% of the share capital	€9.08	21/05/2028	21/05/2028	<ul style="list-style-type: none"> • 100% of the awards are subject to presence and performance • No shares are awarded if one of the objectives is less than 80% or 100% achieved depending on the criteria • Criteria based on IFRS standards Quantitative financial criteria: 75% • 20% of shares awarded based on the target bank leverage ratio at the end of 2027 • 20% of shares awarded based on the current operating profit for 2025, 2026 and 2027 • 20% of shares awarded in respect of business development performance in 2025, 2026 and 2027: <ul style="list-style-type: none"> • 15% on Residential Real Estate reservations • 5% on order intake amount in Commercial Real Estate • 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period Quantitative non-financial criteria: 25% • 25% of shares awarded based on CSR/HR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2027) compared to 2019 • 10% in respect of the Net Promoter Score for Residential Real Estate Development • 5% on progress made in terms of diversity and inclusion

Concerning Jean-Claude Bassien, Deputy Chief Executive Officer

Table 7: AMF Position-Recommendation DOC-2021-02

Free shares that became available during the 2025 fiscal year			
Plan	Vesting date	Number of shares	Performance conditions
18/05/2022 (Company Officer Plan)	01/07/2025	9,200 i.e. 23% of the maximum number of shares	<ul style="list-style-type: none"> • Maximum number of shares: 40,000 • 100% of awards subject to presence and performance <p>Breakdown of the criteria:</p> <ul style="list-style-type: none"> • 35%: Cumulative Group current operating profit for 2022-2023-2024 <ul style="list-style-type: none"> • If the Cumulative COP is equal to or greater than 65% and strictly less than 80% of the Target COP: 35% • If the Cumulative COP is equal to or greater than 50% and strictly less than 65% of the Target COP: 30% • If the Cumulative COP is equal to or greater than 40% and strictly less than 50% of the Target COP: 25% • No shares are vested if the Cumulative COP is strictly less than 80% of the target COP → Cumulative Group COP for 2022-2023-2024 = €348 million → Objective not achieved • 10%: level of backlog at 31 December 2024 <ul style="list-style-type: none"> • If the Backlog is strictly greater than €6,400 million at 31 December 2024: 100% • If the Backlog is strictly greater than €6,300 million and less than or equal to €6,400 million at 31 December 2024: 90% • If the Backlog is strictly greater than €6,200 million and less than or equal to €6,300 million at 31 December 2024: 80% • No shares are vested if the Backlog is strictly less than €6,200 million as of 31 December 2024 → Backlog at 31 December 2024: €4,394 million → Objective not achieved • 10%: debt/EBITDA ratio for 2022, 2023 and 2024 <ul style="list-style-type: none"> • If the Debt Ratio is less than or equal to 2: 100% • If the Debt Ratio is between 2.25 and 2: 90% • If the Debt Ratio is between 2.5 and 2.25: 80% • No shares are vested if the Debt Ratio is greater than 2.5 → Ratio of net debt to consolidated EBITDA for 2022, 2023 and 2024: -2.4x → Objective not achieved • 10%: level of reduction of the carbon footprint 2024 <ul style="list-style-type: none"> • If the objective is achieved for the residential scope: 50% • If the objective is achieved for the business scope: 30% • If the objective is achieved for the employee scope: 20% • No shares are vested under a scope if the objective is not achieved → Achievement rate of 80% (residential and business scope) • 10%: gender equality criterion <ul style="list-style-type: none"> • At least 40% women in governing bodies defined as Club 1797 • No gender pay gap exceeding 10% each year for an equivalent profile, position and situation <ul style="list-style-type: none"> - If both criteria are met: 100% - If only one of the two criteria is met: 50% - No shares awarded under this criterion if neither criterion is met → Achievement rate of 100% • 10%: level of customer satisfaction (increase in 2022, 2023 and 2024) <ul style="list-style-type: none"> • If the 2024 score is higher than the best scores obtained for the 2021, 2022 and 2023 fiscal years: 50% • If the 2023 score is higher than the best scores obtained for the 2021 and 2022 fiscal years: 50% → 2021 NPS: -20.2 / 2022 NPS: -10.4 / 2023 NPS: -2.5 / 2024 NPS: -2.9 → Achievement rate of 50% • 15%: relative TSR (stock market value creation) compared to the SBF 120 between 2022 and 2024 <ul style="list-style-type: none"> • If at 31 December 2024, the TSR is greater than or equal to 105% of the TSR of the SBF 120: 100% • If at 31 December 2024, the TSR is greater than or equal to 90% and less than 105% of the TSR of the SBF 120: 85% • No shares if as of 31 December 2024 the TSR is less than 90% of the TSR of the SBF 120 → Nexity TSR at 31/12/2024: -50.4% vs. SBF 120 TSR at 31/12/2024: +18.4% → Objective not achieved

Table 6: AMF Position-Recommendation DOC-2021-02

Free shares					
Plan	Number of shares awarded	Valuation according to the method used for the consolidated financial statements (in euros)	Vesting date	Availability date	Performance conditions
28/02/2024 (Company Officer Plan)	12,000 i.e. 0.02% of the share capital	11.91	27/02/2027	27/02/2027	<ul style="list-style-type: none"> • 100% of the awards are subject to presence and performance • Criteria based on IFRS standards* • No shares are awarded if one of the objectives is less than 80% or 100% achieved depending on the criteria <p>Breakdown of the criteria:</p> <ul style="list-style-type: none"> • 35%: cumulative Group current operating profit 2023-2024-2025 → no amount paid if current operating profit is less than 80% of target COP • 10%: level of backlog at 31 December 2025 → no amount paid if the backlog is less than 19 months of Development revenue • 15%: debt/EBITDA ratio (excluding IFRS 16) for 2023, 2024 and 2025 → no amount paid if the ratio is not 3.5x or higher** • 15%: level of reduction of carbon footprint 2025 • 10%: gender equality criterion at the end of 2025 • 15%: relative TSR (stock market value creation) compared to the SBF 120 between 2023 and 2025 <p>* On 18 December 2025, the Board of Directors decided to align the criteria of current operating profit, backlog of real estate development activities and net debt ratio, on the basis of the IFRS standards used for the 2025 financial statements, in the interests of consistency with the Group's financial reporting, which has been presented under IFRS since 1 January 2025. It is specified that these amendments are purely technical in nature and do not entail any reduction in rights.</p> <p>** The renegotiations carried out on the banking ratios in 2025 have had no impact on this criterion as it was set prior to the crisis.</p>
23/05/2024 (Company Officer Plan)	28,000 i.e. 0.05% of the share capital	12.42	22/05/2027	22/05/2027	<ul style="list-style-type: none"> • 100% of the awards are subject to presence and performance • No shares are awarded if one of the objectives is less than 80% or 100% achieved depending on the criteria • Criteria based on IFRS standards* <p>Quantitative financial criteria: 75%</p> <ul style="list-style-type: none"> • 20% of shares awarded based on the reduction of net debt at 31 December 2026 • 15% of shares awarded on the basis of the cumulative operational cash flow for the period 2024-2026 • 15% of shares awarded based on the relative level of TSR (stock market value creation) compared to the SBF 120 during the period 2024-2026 • 25% of shares awarded on the success of operational urban regeneration projects <p>Quantitative non-financial criteria: 25%</p> <ul style="list-style-type: none"> • 25% of shares awarded based on CSR/HR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2026) compared to 2019 • 10% in respect of the Net Promoter Score • 5% on progress made in terms of diversity and inclusion <p>* On 18 December 2025, the Board of Directors decided to align the criteria of net debt and operating free cash flow, on the basis of the IFRS standards used for the 2025 financial statements, in the interests of consistency with the Group's financial reporting, which has been presented under IFRS since 1 January 2025. It is specified that these amendments are purely technical in nature and do not entail any reduction in rights.</p>

Free shares					
Plan	Number of shares awarded	Valuation according to the method used for the consolidated financial statements (in euros)	Vesting date	Availability date	Performance conditions
22/05/2025 (Company Officer Plan)	28,000 i.e. 0.05% of the share capital	€9.08	21/05/2028	21/05/2028	<ul style="list-style-type: none"> • 100% of the awards are subject to presence and performance • No shares are awarded if one of the objectives is less than 80% or 100% achieved depending on the criteria • Criteria based on IFRS <p>Quantitative financial criteria: 75%</p> <ul style="list-style-type: none"> • 20% of shares awarded based on the target bank leverage ratio at the end of 2027 • 20% of shares awarded based on the current operating profit for 2025, 2026 and 2027 • 20% of shares awarded in respect of business development performance in 2025, 2026 and 2027: <ul style="list-style-type: none"> • 15% on Residential Real Estate reservations • 5% on order intake amount in Commercial Real Estate • 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period <p>Quantitative non-financial criteria: 25%</p> <ul style="list-style-type: none"> • 25% of shares awarded based on CSR/HR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2027) compared to 2019 • 10% in respect of the Net Promoter Score for Residential Real Estate Development • 5% on progress made in terms of diversity and inclusion

Information on free share plans that have expired or are ongoing at 31 December 2025

To involve employees as shareholders in the creation and sharing of value, employee shareholding operations are regularly proposed to Nexity employees (collective plans for the free share award plans and a capital increase reserved for employees). At 31 December 2025, approximately 62% of Group employees held Nexity shares, either directly or via the PEG mutual funds. The percentage of Nexity's

share capital held by Group employees (excluding mutual funds), represented 1.8% of the share capital on 31 December 2025.

All plans expired and in progress at 31 December 2025 are detailed in the 2025 Universal registration document, in Section 4.4.1.4 "Information on free shares granted by the Company" (pages 290 to 297).

5.2.1.5 Comparison of the remuneration of the executive company officers with the Company's performance and the average and median remuneration of the Company's employees

In accordance with Article L.22-10-9-I, 6° and 7°, of the French Commercial Code, the table below shows, for each executive company officer of Nexity, the ratios of their remuneration level to, firstly, the average remuneration on the full-time equivalent basis of employees other than company officers and, secondly, the median remuneration on the full-time equivalent basis of employees other than company officers; and the annual change in remuneration of each executive company officer, the Company's performance, the average remuneration on the full-time equivalent basis of employees other than executive company officers, and the above-mentioned ratios, over the five most recent fiscal years.

The table below shows the Group's equity ratio over the past five years. It has changed favourably over the past two years (lower average and median). The positioning of Nexity's company officers is in the low range of the equity ratios observed in the other SBF120 companies.

Change in equity ratios between 2021 and 2025

	2021	2022	2023	2024*	2025	Change 2021-2025
REMUNERATION OF EMPLOYEES						
Average remuneration of employees (in K€) ⁽¹⁾⁽²⁾	57.0	60.0	56.8	70.4	73.6	
Change compared to the prior fiscal year - in %	1.8%	5.3%	-5.3%	23.8%	4.6%	
Median remuneration of employees (in K€) ⁽¹⁾⁽²⁾	43	46.1	46.1	52.0	56.8	
Change compared to the prior fiscal year - in %	-0.1%	7.1%	-0.1%	12.9%	9.3%	
CALCULATION OF RATIOS						
Chairman of the Board of Directors						
Remuneration of Alain Dinin (in K€) ⁽³⁾⁽⁴⁾	1,519	1,144				
Change compared to the prior fiscal year - in %	0.1%	-24.7%				
Ratio to the average remuneration of employees	27	19				
Change compared to the prior fiscal year - in %	-1.7%	-28.5%				
Ratio to the median remuneration of employees	35	25				
Change compared to the prior fiscal year - in %	0.1%	-29.7%				
Chairman and CEO						
Remuneration of Véronique Bédague (in K€) ⁽³⁾⁽⁶⁾			1,446	1,566	1,867	
Change compared to the prior fiscal year - in %			-32.4%	8.3%	19.2%	
Ratio to the average remuneration of employees			25	22	25	
Change compared to the prior fiscal year - in %			-28.6%	-12.5%	14.0%	
Ratio to the median remuneration of employees			31	30	33	
Change compared to the prior fiscal year - in %			-32.3%	-4.1%	9.1%	
Chief Executive Officer						
Remuneration of Véronique Bédague (in K€) ⁽³⁾⁽⁶⁾	1,772	2,139				
Change compared to the prior fiscal year - in %		20.7%				
Ratio to the average remuneration of employees	31	36				
Change compared to the prior fiscal year - in %		14.6%	-			
Ratio to the median remuneration of employees	41	46				
Change compared to the prior fiscal year - in %		12.6%				
Deputy CEO						
Remuneration of Julien Carmona (in K€) ⁽³⁾⁽⁷⁾	723					
Change compared to the prior fiscal year - in %	-64.4%					
Ratio to the average remuneration of employees	13					
Change compared to the prior fiscal year - in %	-65%					
Ratio to the median remuneration of employees	17					
Change compared to the prior fiscal year - in %	-64.3%					
Remuneration of Jean-Claude Bassien (in K€) ⁽³⁾⁽⁸⁾	1,180	1,417	868	989	1,178	
Change compared to the prior fiscal year - in %		20.2%	-38.8%	14.0%	19.1%	

	2021	2022	2023	2024*	2025	Change 2021-2025
REMUNERATION OF EMPLOYEES						
Ratio to the average remuneration of employees	21	24	15	14	16	
Change compared to the prior fiscal year – in %		14.1%	-35.4%	-8%	13.9%	
Ratio to the median remuneration of employees	27	31	19	19	21	
Change compared to the prior fiscal year – in %		12.1%	-38.7%	1.0%	9.0%	
FINANCIAL PERFORMANCE						
Consolidated net profit attributable to equity holders of the parent company before non-recurring items (Company performance)(in K€)	187,712	187,770	19,206	(62,226)	(188,388)	
Change compared to the prior fiscal year – in %	62%	0%	-90%	-424%	-203%	

* 2024 data is on a current scope basis, i.e. excluding data relating to property management and Nexity Property Management, sold in 2024. Data can be compared to 2023 on a like-for-like basis in the 2024 Universal registration document on pages 297-298

- (1) To be representative, the employees used for the calculation of the median and average remuneration are those present on 31 December of each fiscal year considered, who hold a permanent employment contract and have done so for at least 365 days. This method neutralises the effects of employees joining or leaving that can impact the interpretation of the annual remuneration, in accordance with Afep's recommendations. The scope considered is that of the HR reporting managed in the Company's HRIS Payroll system over all the fiscal years considered. This approach makes it possible to cover more than 80% of the Group's workforce.
- (2) The following elements of remuneration have been used for employees: fixed remuneration (including the 13th month and contractual long-service bonus in FTE paid during the fiscal year); variable remuneration paid during the fiscal year; benefits in kind; components of multi-year variable remuneration (inclusion and valuation of the amount during the year of award); free shares awarded (valued at the gross IFRS value on the award date); and Employee Savings (gross amount of the share of employee profit-sharing, excluding employer matching contributions and monetisation of leave credit/work time savings account).
- (3) The following components of remuneration have been used for executive company officers: fixed remuneration (including 13th month and contractual long-service bonus in FTE paid during the fiscal year); variable remuneration paid during the fiscal year; benefits in kind; components of multi-year variable remuneration (inclusion and valuation of the amount during the year of award); free shares awarded (valued at the gross IFRS fair value on the award date).
- (4) Alain Dinin held the position of Chairman and CEO of the Company for the full fiscal years 2016 to 2018, and until 22 May 2019, when he became Chairman of the Board of Directors following the separation of the positions of Chairman of the Board of Directors and Chief Executive Officer of the Company. Following the death of Jean-Philippe Ruggieri, Alain Dinin took over the duties of Chairman and CEO of the Company on 25 April 2020 until 19 May 2021, at which time he resumed his duties as Chairman of the Board of Directors following the appointment of Véronique Bédague as Chief Executive Officer. All fixed, variable and exceptional remuneration paid, performance shares awarded, and benefits of any kind granted in respect of his corporate office are taken into account.
- (5) Véronique Bédague served as Chief Executive Officer of the Company from 20 May 2021 to 1 January 2023, when she became Chairwoman and Chief Executive Officer of the Company. For the period covering 1 January 2021 to 19 May 2021, the remuneration components considered are those paid to Véronique Bédague in respect of her employment contract, based on the principles set out above (Note (2)). From 20 May 2021 onwards, all fixed, variable and exceptional remuneration paid, performance shares awarded, and benefits of any kind granted in respect of her corporate office are taken into account.
- (6) Julien Carmona has held the position of Deputy Managing Director of the Company since his appointment on 31 May 2018. For the period from 1 January 2018 to 31 May 2018, the components of remuneration considered are those paid to Julien Carmona under his employment contract, in accordance with the principles set out above (note (2)). From 31 May 2018 until 19 May 2021, all fixed, variable and exceptional components of the remuneration paid, performance shares awarded, and benefits of any kind granted in respect of his corporate office were taken into account. In 2021, in order to have components of remuneration comparable to the numerator and the denominator, the remuneration of Julien Carmona was annualised.
- (7) Jean-Claude Bassien has served as Deputy CEO of the Company since his appointment on 20 May 2021. For the period from 1 January 2021 to 19 May 2021, the components of remuneration considered are those paid to Jean-Claude Bassien under his employment contract, in accordance with the principles set out above (note (2)). From 20 May 2021 onwards, all fixed, variable and exceptional remuneration paid, performance shares awarded, and benefits of any kind granted in respect of his corporate office are taken into account.

5.2.1.6 Remuneration of members of the Board of Directors, excluding the Chairwoman and Chief Executive Officer

The members of the Board of Directors did not receive, during or in respect of the 2025 fiscal year, any remuneration from the Company or Group companies other than the sum allocated to them as directors, with the exception of the directors representing the employees, whether or not they are shareholders, who do not receive any remuneration other than their salary, and the Chairwoman and Chief Executive Officer, whose remuneration during and in respect of the 2025 fiscal year is described in Section 4.4.1.2 "Remuneration applicable to Véronique Bédague, Chairwoman and Chief Executive Officer" of this chapter.

Directors, who are appointed for four-year terms, receive remuneration exclusively in the form of an annual fixed amount allocated to them by the Shareholders' Meeting. This amount was set at €400,000 on 18 May 2022.

The Shareholders' Meeting of 23 May 2024, based on a proposal from the Board of Directors and the Remuneration and Appointments Committee, approved the rules for distribution between the directors based on their appointment(s) to the various Committees and taking into account the work carried out by each Committee. These distribution rules were confirmed by the Shareholders' Meeting of 22 May 2025, which added, on the proposal of the Board of Directors and the Remuneration and Appointments Committee, a separate remuneration for the Vice-Chairman and the Senior Independent Director.

The breakdown is as follows, based on actual attendance at meetings of the Board of Directors and Committees (with no allowance for absences):

- €3,200 per Board of Directors meeting for each director;
- €2,600 per meeting of the Audit and Accounts Committee, and twice that amount for the Committee's Chairman;

- €1,800 per meeting of each other Committee, and twice that amount for the Committee's Chairman;
- €2,000 per year for the Vice-Chairwoman of the CSR Committee
- €5,000 per year for the Vice-Chairman of the Board of Directors; and
- €5,000 per year for the Senior Independent Director.

In respect of the 2025 fiscal year, the rules for allocating this amount were set at the Board of Directors' meeting of 2 April 2025 after consultation with the Remuneration and Appointments Committee. These were then approved by the Shareholders' Meeting of 22 May 2025 in its 14th resolution, by 97.96%.

In accordance with the allocation rules described above, the total amount allocated to all members of the Board of Directors, in consideration of their terms of office within the Company in respect of the 2025 fiscal year, based on an overall budget of €400,000, came to €308,800 gross, of which €167,800 gross was paid during the 2025 fiscal year and the balance paid in February 2026.

The table below shows the amount awarded or paid to each director during or in respect of the 2024 and 2025 fiscal years. It should be noted that in respect of the 2024 fiscal year, the total amount allocated to all members of the Board of Directors in consideration of their terms of office within the Company amounted to €285,371.

05 GOVERNANCE AND REMUNERATION

The table below does not show the remuneration awarded in respect of the 2025 fiscal year, or paid during the same fiscal year, to the Chairwoman and Chief Executive Officer. This remuneration is covered in Section 4.4.1.2 “Remuneration applicable to Véronique Bédague, Chairwoman and Chief Executive Officer” of this chapter.

Table 3: AMF Position-Recommendation DOC-2021-02

(in euros)	Fiscal year 2025		Fiscal year 2024	
	Amount due	Amount paid	Amount due	Amount paid
Remuneration of non-employee directors				
Charles-Henri Filippi	45,800	41,843	43,257	38,800
Agnès Nahum	62,400	62,043	54,257	49,814
Soumia Belaidi-Malinbaum	51,800	50,800	48,000	47,300
Magali Smets	46,200	46,200	44,400	36,200
Crédit Mutuel Arkéa	24,400	27,000	37,200	18,200
AG2R La Mondiale	16,000	19,200	24,200*	22,600
Florence Verzelen	21,400	21,400	19,600	6,400
Enrique Martinez	40,800	40,800	21,600	3,200
Serge Magdeleine (director since 24 July 2025)**	N/A	N/A	N/A	N/A
Jérôme Grivet (director until 16 June 2025)**	N/A	N/A	N/A	N/A
Luce Gendry (director until 23 May 2024)	-	-	30,857	51,157
Myriam El Khomri (director until 14 December 2023)	-	-	-	14,800
Subtotal	308,800	309,286	323,371	288,471
Annual remuneration of the employee directors with respect to their employment contracts				
Bruno Catelin	75,000	76,860	73,500	75,750
Constance Poublet (director since 22 April 2024)	175,000	181,781	103,979	110,091
Caroline Desmaretz (director since 22 May 2025)	76,221	75,714	-	-
Eddie Belmokthar (director from 23 May to 19 June 2024)	-	-	8,735	14,784
Karine Suzzarini (director until 2 April 2024)	-	-	27,108	27,279
Luc Touchet (director until 2 April 2024)	-	-	9,547	9,547
Subtotal	326,221	334,355	222,869	237,451
TOTAL	635,021	643,641	536,240	525,922

* Correction made to published 2024

** In accordance with the Crédit Agricole Group's policy, neither Jérôme Grivet nor Serge Magdeleine receive remuneration in respect of their directorships

5.2.2 Remuneration policies applicable to Nexity's executive company officers and directors for fiscal year 2026 (ex ante)

Pursuant to Article L.225-37-2 II of the French Commercial Code, the Annual Shareholders' Meeting of 21 May 2026, called to approve the financial statements for the fiscal year ended 31 December 2025, is asked to

approve the remuneration policies applicable to executive company officers and directors for fiscal year 2026.

5.2.2.1 Remuneration principles common to all company officers

The remuneration policy applicable to Nexity's company officers is determined by the Board of Directors based on a recommendation from the Remuneration and Appointments Committee, and is then subject to the approval of the Shareholders' Meeting called to approve the Parent Company financial statements. The remuneration policy is reviewed on an annual basis by the Remuneration and Appointments Committee, and by the Board of Directors. The Remuneration and Appointments Committee, whose composition complies with the recommendations of the Afep-Medef Code, also monitors the implementation of this remuneration policy on an annual basis. Furthermore, the policy was determined by the Board of Directors in compliance with the Afep-Medef Code, in the absence of the concerned individuals.

The remuneration policy is determined taking into account the remuneration and employment conditions of the Company's employees. In particular, the Company complies with the recommendation of the Afep-Medef Code, based on which an employed director sits on the Remuneration and Appointments Committee. Furthermore, the Board of Directors and the Remuneration and Appointments Committee also take into account, as part of their preparatory work to determine the remuneration policy, the ratios established pursuant to Article L.22-10-9 6° of the French Commercial Code. In particular, the Board of Directors ensures that the level of these ratios is in line with the level of ratios published by comparable listed companies in the same business sector, for executives with comparable positions (see Section 4.4.1.5 "Comparison of the remuneration of the executive company officers with the Company's performance and the average and median remuneration of the Company's employees" of this chapter).

This policy is adopted by the Board of Directors once it has satisfied itself that it is in line with the Company's corporate interest, that it contributes to its sustainability and that it is in line with its business strategy.

In addition, the Board of Directors reserves the right to deviate from the application of the remuneration policy when such deviation is temporary, in line with the corporate interest and necessary to ensure the Company's sustainability or viability, in accordance with Article L.22-10-8 III paragraph 2 of the French Commercial Code.

Exceptional and unforeseeable circumstances may notably result from a significant event affecting the markets, the economy and/or the Group's sector of activity.

In this context, the Board of Directors may, on the proposal of the Remuneration and Appointments Committee, adjust one or more of the criteria comprising the annual variable remuneration of the executive company officers:

- Exceptionally, both upwards and downwards;
- This may not exceed the limit provided for in the remuneration policy; and

In order to ensure that the results of the application of the criteria comprising the annual variable remuneration reflect both the performance of the executive company officers and that of the Group, as well as the alignment of the interests of the Company with those of its shareholders.

Any adjustment made to the annual variable remuneration of the executive company officers will be duly communicated and explained. The adjusted components of the variable remuneration will be submitted to an a posteriori shareholders' vote at the Shareholders' Meeting.

In accordance with the recommendations of the Afep-Medef Code, and the numerous discussions with investors in preparation for the next Shareholders' Meeting, the remuneration structure for executive company officers proposed for the 2026 fiscal year is stable, and its components have been reviewed in order to make them consistent with the Company's strategy and context, particularly the conditions relating to the payment of end-of-service benefits to the Chairwoman and Chief Executive Officer.

The Board of Directors, on the proposal of the Remuneration and Appointments Committee, has committed to offering overall remuneration for executive company officers made up of three components: fixed remuneration, annual variable remuneration and long-term remuneration (free share awards). Each of these components represents approximately one-third of the total compensation, reflecting a balance between the recognition of the responsibilities exercised, the achievement of annual performance objectives and the alignment of the executives' interests with the Group's strategy and long-term sustainable performance. The criteria for the ex-ante variable remuneration of executive company officers are based on financial, non-financial and qualitative criteria linked to the challenges associated with New Nexity and the alignment of interests with shareholders.

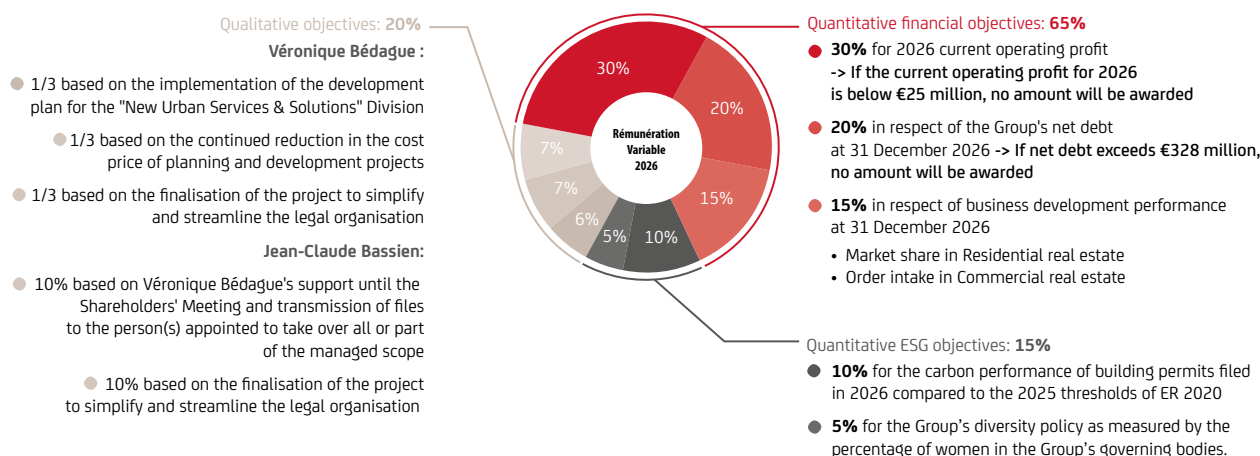
Moreover, the remuneration paid to directors depends exclusively on their attendance and thus contributes to the Board's commitment and the quality of its work.

Thus, in view of the strategic challenges announced by the Company at the time of publication of its annual results for 2025, the Board of Directors proposes that the 2026 *ex-ante* remuneration of the executive company officers be broken down as follows:

- Stability of fixed remuneration; and
- Stability of the target annual and long-term variable amounts of remuneration, with a change in the criteria to take into account the strategic challenges to be tackled by the executive company officers in the short and medium term.

The following weighting of the variable remuneration criteria is therefore proposed:

Remuneration 2026 ex ante



It is specified that the limit for the target variable portion may, as in 2025, reach 110% if certain objectives set by the Board of Directors are exceeded.

As in previous years, the multi-year variable remuneration helps to establish a balanced mix of fixed, variable, and multi-year remuneration. The Board of Directors deliberately chose a reference value of €16 per share, which is higher than the stock market price at the time of allocation, in order to create an incentive effect for management and to align the share-based compensation with the objective of a sustainable improvement in the share price.

The award, level and payment of variable remuneration to executive company officers are subject to the achievement of strict performance objectives, with achievement assessed by the Board of Directors, after consultation with the Remuneration and Appointments Committee.

This will be paid following a favourable *ex-post* vote by the Shareholders' Meeting called in 2027 to approve the financial statements for the fiscal year ended 31 December 2026 (Article L.22-10-34 II of the French Commercial Code).

The components of the annual variable remuneration of each executive company officer are subject to a clawback clause applicable in the event of fraud or proven serious or gross misconduct by the latter, having a significant adverse impact in terms of image and reputation and/or in financial terms on the Company and its Group, or if the financial, accounting or quantitative data used to measure performance were to be obviously and intentionally distorted.

Executive company officers do not receive remuneration in respect of their directorships or as Committee Chairman/woman while holding executive positions within Nexity.

In the event of reappointment of company officers, and assuming that the remuneration policy applicable in respect of the reappointment has not been approved by the Shareholders' Meeting, the remuneration for these company officers is based on the last approved remuneration policy applicable to them. If the company officers are newly appointed and no applicable remuneration policy has been approved by the Shareholders' Meeting, the Board of Directors applies, after consulting the Remuneration and Appointments Committee, the provisions of the last approved remuneration policy applicable to a company officer holding the same office or an office of the same nature, and, where necessary, adapts it to take account of the specific responsibilities, experience and expertise of the company officer in question, as well as market practices.

5.2.2.2 Remuneration policy applicable to Véronique Bédague, Chairwoman and Chief Executive Officer

Subject to approval by the Shareholders' Meeting to be held on 21 May 2026, this remuneration policy would apply to any successor of the Chairwoman and Chief Executive Officer until a new decision by the Shareholders' Meeting.

Furthermore, Véronique Bédague must hold at least 10% of the shares resulting from free share awards in registered form.

The remuneration policy for the Chairwoman and Chief Executive Officer consists of a fixed component, a variable component and a multi-year variable component, presented below.

Summary of Véronique Bédague's fixed and annual variable remuneration for fiscal year 2026 (ex-ante vote)

Fixed remuneration				€750,000
Annual variable remuneration (for objectives 100% achieved)				€650,000
Annual variable remuneration criteria		Minimum	Maximum	Maximum amount attributable
Quantitative objectives: 80%				€562,250
30% based on current operating profit at the end of 2026		0%	110%	€214,500
20% based on the level of net debt at the end of 2026		0%	110%	€143,000
15% based on business development performance at 31 December 2026				
→10% based on market share in residential real estate		0%	100%	€65,000
→ 5% based on order intake for commercial real estate		0%	110%	€35,750
10% based on the carbon performance of building permits filed in 2026		0%	110%	€71,500
5% based on the Group's gender equality policy		0%	100%	€32,500
Qualitative objectives: 20%				€130,000
1/3 based on the implementation of the development plan of the "New Urban Services & Solutions" division		0%	100%	€43,333
1/3 based on the continued reduction in the cost price of planning and development projects		0%	100%	€43,333
1/3 based on the finalisation of the project to simplify and streamline the legal organisation		0%	100%	€43,333
TOTAL				€692,250
% of target amount achieved				107%

The table below presents in detail the achievement rates by criterion of the annual variable remuneration for 2026:

Véronique Bédague – Chairwoman and Chief Executive Officer – Remuneration policy for fiscal year 2026 (ex-ante vote)

Component of the remuneration policy	Presentation
Fixed remuneration	€750,000
Annual variable remuneration	€650,000 (i.e. 87% of the annual fixed remuneration) for 100% achievement of the objectives and possibility of outperformance on certain objectives to 110%.
Annual variable remuneration	<p>Details of the amounts and thresholds, pre-determined by the Board of Directors, are not disclosed for confidentiality reasons.</p> <p>Quantitative objectives: 80% (i.e. a target amount of €520,000 and a maximum attainable amount of €562,250)</p> <ul style="list-style-type: none"> • 30% based on current operating profit for 2026, with the possibility of outperformance on this objective to 110% <ul style="list-style-type: none"> • If the current operating profit is not equal to €25 million or more, no amount will be awarded • Current operating profit is calculated on the New Nexity scope. • 20% in respect of the Group's net debt at the end of 2026, with the possibility of outperformance on this objective to 110% <ul style="list-style-type: none"> • The aim of this objective is to continue the downward trajectory of the Group's net debt • The level of net debt excludes debt on lease liabilities (IFRS 16) and presented according to IFRS • If net debt exceeds €328 million, no amount will be awarded • 15% in respect of business development performance at 31 December 2026: <ul style="list-style-type: none"> • 10% based on market share in residential real estate • 5% based on order intake in commercial real estate, with the possibility of outperformance on this objective to 110% • 15% in respect of CSR-HR criteria broken down as follows: <ul style="list-style-type: none"> • 10% for carbon performance compared to the 2025 thresholds of the RE2020 for building permits filed in 2026 (target of -10% compared to the RE2020 for 100% achievement and outperformance to 110% if the decrease is greater than 15%) • 5% for the progress made on the Group's gender equality policy as measured by the percentage of women in the Group's governing bodies (Club 1797).
Annual variable remuneration	<p>Qualitative objectives: 20% (i.e. a target and maximum amount of €130,000)</p> <ul style="list-style-type: none"> • <u>1/3 based on the implementation of the development plan of the "New Urban Services & Solutions" division</u> <ul style="list-style-type: none"> • Presentation and implementation of the 2026 development plan • <u>1/3 based on the continued reduction in the cost price of planning and development projects</u> <ul style="list-style-type: none"> • Execution of the operational performance plan • <u>1/3 based on the finalisation of the project to simplify and streamline the legal organisation</u> <ul style="list-style-type: none"> • Finalisation of the project to simplify and streamline the legal organisation and transfer of employees of Foncier Conseil (Planning) and Nexity Immobilier d'Entreprise in the regions, as well as the employees of Edouard Denis companies affected by the discontinuation of the brand in certain territories, in Nexity's subsidiaries

Component of the remuneration policy	Presentation
Exceptional remuneration Stock options, performance shares or any other component of long-term remuneration	<p>No exceptional remuneration</p> <p>47,000 shares based on the authorisation submitted for the approval of the Shareholders' Meeting of 21 May 2026.</p> <ul style="list-style-type: none"> • Vesting in 2029 (minimum three-year vesting period) subject to performance criteria and conditions for all shares, as well as a condition of continued employment • Details of amounts and thresholds are not provided for reasons of confidentiality • Conditions will be based on a number of indicators which measure the Group's financial and stock market performance, and its CSR policy <p>Quantitative financial criteria: 75%</p> <ul style="list-style-type: none"> • 20% of shares awarded if the leverage ratio is below 3.5x at the end of 2028 • 20% of shares awarded based on the current operating profit 2026-2027-2028 • 20% of shares awarded in respect of business development performance over 2026-2027-2028: <ul style="list-style-type: none"> 15% on Residential Real Estate reservations <ul style="list-style-type: none"> • 5% on order intake amount in Commercial Real Estate • 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period <p>Quantitative non-financial criteria: 25%</p> <ul style="list-style-type: none"> • 25% of shares awarded based on CSR / HR criteria: <ul style="list-style-type: none"> • 10% on the reduction of the carbon footprint (trajectory at end-2028) compared to 2019 • 10% in respect of the Net Promoter Score on Residential Real Estate development • 5% on progress made in terms of diversity and inclusion
Remuneration as a director or Chairman/woman of the Board	None
Valuation of benefits of any kind	€370/month – Company car
Supplementary pension scheme	Absence of supplementary pension plan

Component of the remuneration policy	Presentation
Severance benefits and non-compete indemnities	<p>Work contract terminated from 19 May 2021</p> <p>Non-competition clause of one year:</p> <ul style="list-style-type: none"> • Remunerated by an indemnity, payable monthly, equal to half of the average gross annual remuneration of any kind (fixed and annual variable component) paid by the Company during the two years preceding the effective departure date, in consideration for the undertaking not to carry out, directly or indirectly, an activity that competes with that of the Group; • This system was put in place when Véronique Bédague was appointed Chairwoman and Chief Executive Officer, in order to protect the Company's legitimate interests; • The Board reserves the right, at the time of the departure, to waive all or part of the non-compete commitment and therefore not to pay the corresponding amount; and • The payment of the non-compete indemnity is excluded when the Chairwoman and Chief Executive Officer exercises her right to retire. In any event, no indemnity may be paid beyond the age of 65. <p>End-of-service benefits</p> <ul style="list-style-type: none"> • An indemnity (other than the indemnity under the non-competition clause) equal to 1.5x average gross annual remuneration of any kind (fixed and annual variable component) paid by the Company during the two years preceding the effective date of departure; and • The right to receive the indemnity is subject to the achievement of performance conditions, the proportion of the indemnity due decreasing according to the rate of achievement of said conditions (see below for breakdown of the performance criteria conditioning the granting of end-of-service benefits). <p>Overall cap</p> <ul style="list-style-type: none"> • 2x average gross annual remuneration of any kind (fixed and annual variable component) including any indemnity received for the termination of the employment contract, in accordance with the provisions of the Afep-Medef Code.
Severance benefits and non-compete indemnities	<p>Amounts awarded and performance criteria to determine the granting of end-of-service benefits:</p> <p>The payment of end-of-service benefits to the Chairwoman and Chief Executive Officer is subject to compliance, duly noted by the Board of Directors, with conditions related to the Company's performance, defined on this day as follows:</p> <ul style="list-style-type: none"> • 100% if: <ul style="list-style-type: none"> • the average share price over the 120 stock market days preceding the announcement of the termination of functions recorded in year N is at least equal to the average share price over the 120 stock market days for the same period in year N-1, and • the performance rate corresponding to the arithmetic average of the levels of achievement of the quantitative objectives of the last two variable portions paid, calculated on the basis of the last two fiscal years ended, is 75% or more; • 65% if the performance rate is achieved but the share price has declined; and • 35% if the share price objective is achieved but the performance rate objective is not. <p>Trigger event: final departure from the Group following:</p> <ul style="list-style-type: none"> • Termination (except for serious or gross misconduct as defined by analogy with legal precedent under employment law) during the term of office; • Non-renewal of the term of office; and • Resignation (before the end of the term of office) due to a disagreement of opinion with the Board of Directors and after discussion within the Board to understand the objective reasons for this disagreement and its impact on the duties and responsibilities of the company officer.

5.2.2.3 Remuneration policy applicable to Jean-Claude Bassien, Deputy Chief Executive Officer

Subject to approval by the Shareholders' Meeting to be held on 21 May 2026, this remuneration policy would apply to any successor of the Deputy Chief Executive Officer, until a new decision by the Shareholders' Meeting.

At its meeting of 25 February 2026, the Board of Directors of Nexity duly noted the resignation of Jean-Claude Bassien as Deputy Chief Executive Officer with an effective date of 21 May 2026, at the end of the Company's Shareholders' Meeting. The payment of his fixed and variable remuneration will be calculated on a prorata temporis basis.

For 2026, the remuneration policy for the Deputy Chief Executive Officer consists of a fixed component and an annual a variable component, described below.

Summary of Jean-Claude Bassien's fixed and annual variable remuneration for fiscal year 2026 (ex-ante vote)

Fixed remuneration			€500,000
Annual variable remuneration (for objectives 100% achieved)			€400,000
Annual variable remuneration criteria	Minimum	Maximum	Maximum amount attributable
Quantitative objectives: 80%			€346,000
30% based on current operating profit at the end of 2026	0%	110%	€132,000
20% based on the level of net debt at the end of 2026	0%	110%	€88,000
15% based on business development performance at 31 December 2026			
→ 10% based on market share in residential real estate	0%	100%	€40,000
→ 5% based on order intake in Commercial real estate	0%	110%	€22,000
10% based on the carbon performance of building permits filed in 2026	0%	110%	€44,000
5% based on the Group's gender equality policy	0%	100%	€20,000
Qualitative objectives: 20%			€80,000
10% based on the implementation of the development plan of the "New Urban Services & Solutions" division	0%	100%	€40,000
10% based on the finalisation of the project to simplify and streamline the legal organisation	0%	100%	€40,000
TOTAL			€426,000
% of target amount achieved			107%

Jean-Claude Bassien – Deputy Chief Executive Officer – Remuneration policy for the 2026 fiscal year (ex-ante vote)

Component of the remuneration policy	Presentation
Fixed remuneration	€500,000 pro rata
Annual variable remuneration	€400,000 pro rata (i.e. 80% of the annual fixed remuneration) for 100% achievement of objectives and possibility of outperformance on certain objectives to 110%.
Annual variable remuneration	<p>Details of the amounts and thresholds, pre-determined by the Board of Directors, are not disclosed for confidentiality reasons.</p> <p>Quantitative objectives: 80% (i.e. a target amount of €320,000 and a maximum attainable amount of €346,000)</p> <ul style="list-style-type: none"> • 30% based on current operating profit for 2026, with the possibility of outperformance on this objective to 110% <ul style="list-style-type: none"> • If the current operating profit is not equal to €25 million or more, no amount will be awarded • Current operating profit is calculated on the New Nexity scope. • 20% in respect of the Group's net debt at the end of 2026, with the possibility of outperformance on this objective to 110% <ul style="list-style-type: none"> • The aim of this objective is to continue the downward trajectory of the Group's net debt • The level of net debt excludes debt on lease liabilities (IFRS 16) and presented according to IFRS • If net debt exceeds €328 million, no amount will be awarded • 15% in respect of business development performance at 31 December 2026: <ul style="list-style-type: none"> • 10% based on market share in residential real estate • 5% based on order intake in commercial real estate, with the possibility of outperformance on this objective to 110% • 15% in respect of CSR-HR criteria broken down as follows: <ul style="list-style-type: none"> • 10% for carbon performance compared to the 2025 thresholds of the RE2020 for building permits filed in 2026 (target of -10% compared to the RE2020 for 100% achievement and outperformance to 110% if the decrease is greater than 15%) • 5% for the progress made on the Group's gender equality policy as measured by the percentage of women in the Group's governing bodies (Club 1797).
Annual variable remuneration	<p>Qualitative objectives: 20% (i.e. a target amount of €80,000)</p> <ul style="list-style-type: none"> • <u>10% based on Véronique Bédague's support until the Shareholders' Meeting and transmission of files to the person(s) appointed to take over all or part of the managed scope</u> • <u>10% based on the finalisation of the project to simplify and streamline the legal organisation</u> <ul style="list-style-type: none"> • Finalisation of the project to simplify and streamline the legal organisation and transfer of employees of Foncier Conseil (Planning) and Nexity Immobilier d'Entreprise in the regions, as well as the employees of Edouard Denis companies affected by the discontinuation of the brand in certain territories, in Nexity's subsidiaries

Component of the remuneration policy	Presentation
Exceptional remuneration	No exceptional remuneration
Stock options, performance shares or any other component of long-term remuneration	None
Remuneration as a director	None
Valuation of benefits of any kind	Jean-Claude Bassien will continue to receive the benefits in kind (company car) allocated to him until the effective termination of his duties, i.e. €108/month
Supplementary pension scheme	Absence of supplementary pension plan
Severance benefits and non-compete indemnities (in accordance with the press releases published on 25 February 2026)	<p>Work contract terminated from 19 May 2021</p> <p>End-of-service benefits As the departure of Jean-Claude Bassien occurred in the context of a resignation, the conditions for the payment of severance benefits are not met. Consequently, no severance benefits will be paid to Jean-Claude Bassien.</p> <p>Non-competition commitment The Board of Directors has decided that the Company:</p> <ul style="list-style-type: none"> • Will avail itself of the twelve (12) month non-competition commitment entered into for the benefit of the Company by Jean-Claude Bassien; • Subject to approval by the Shareholders' Meeting of 21 May 2026, will also avail itself of the additional twelve (12) month non-competition commitment entered into by Jean-Claude Bassien. <p>In return for this non-competition commitment, the Company will grant Jean-Claude Bassien compensation corresponding, for each year of commitment, to half of the average annual gross remuneration (fixed and annual variable remuneration) paid by the Company during the 2024 and 2025 fiscal years, i.e. €390,500 per year of commitment. For each year, this compensation will be payable in twelve monthly instalments.</p> <p>Benefits of the agreement for Nexity and its shareholders Given Jean-Claude Bassien's experience at Nexity and his in-depth knowledge of the Nexity group's strategic priorities, ongoing projects and commercial relationships, the Board of Directors considered that the conclusion of the Agreement and the extension of Jean-Claude Bassien's non-competition commitment were necessary in order to protect the interests of the Company in the context of the termination of the duties of Jean-Claude Bassien.</p>

5.2.2.4 Remuneration policy applicable to members of the Board of Directors excluding the Chairman of the Board of Directors

The remuneration policy for directors consists of specific elements which are described below. These specific elements are not applicable to the Chairwoman and Chief Executive Officer, whose remuneration policy is set out in Section 4.4.2.2 "Remuneration policy applicable to Véronique Bédague, Chairwoman and Chief Executive Officer" of this chapter, nor to the directors representing the employees, whether they are shareholders or not, who are remunerated in accordance with the terms of their employment contract with the Company.

Directors, who are appointed for four-year terms, receive remuneration determined exclusively on the basis of their attendance in accordance with the conditions stated below, dedicated from a maximum annual budget allocated to them by the Shareholders' Meeting. This amount was set at €400,000 on 18 May 2022 and has remained unchanged since that date.

The Shareholders' Meeting of 22 May 2025, based on a proposal from the Board of Directors and following a recommendation from the Remuneration and Appointments Committee, approved the rules for distribution between the directors based on their appointment(s) to the various Committees and taking into account the work carried out by each Committee. The Board of Directors, on the recommendation of the Remuneration and Appointments Committee, proposes that these arrangements remain unchanged.

The breakdown is as follows, based on actual attendance at meetings of the Board of Directors and Committees (with no allowance for absences):

- €3,200 per Board of Directors meeting for each director;
- €2,600 per meeting of the Audit and Accounts Committee, and twice that amount for the Committee's Chairman;

- €1,800 per meeting of each other Committee, twice that amount for the Committee's Chairman, and €2,000 per year for the Committee Vice-Chairman;
- €5,000 per year for the Vice-Chairman of the Board of Directors; and
- €5,000 per year for the Senior Independent Director.

It being specified that the amount of directors' remuneration is identical in the event of decisions adopted by written consultation.

Regarding the 2026 fiscal year, the payment of this amount will be made, on the basis of the overall budget of €400,000 and based on the number of meetings held and effective attendance, as follows:

- Payment of a provisional amount in July 2026; and
- Payment of the remainder for the year in February 2027.

In the event that the total amount of remuneration resulting from the application of the distribution rules is lower than the amount of the total budget allocated by the Shareholders' Meeting, the remaining amount not allocated will not be redistributed among the members of the Board of Directors.

It is recalled that the payment of the amount allocated to the directors by way of remuneration for their work can be suspended, pursuant to the law, (i) under Article L.225-45-2 of the French Commercial Code, where the composition of the Board of Directors does not comply with the first paragraph of Article L.225-18-1, pursuant to Article L.22-10-3-1 of the same Code, and (ii) under the conditions of Article L.22-10-34-I of the French Commercial Code, where the Shareholders' Meeting does not approve the draft resolution on the disclosures mentioned in Article L.22-10-9-I of the French Commercial Code.

06 SHARE CAPITAL

The information presented below is an excerpt from the 2025 Universal registration document, published on 13 April 2026, and available on the Group's website at the following address: <https://nexity.group/en/finance>.



6.1 RELATED-PARTY TRANSACTIONS

The reports relating to the 2023, 2024 and 2025 fiscal years are incorporated by reference.

Information about related parties can be found in Note 35 of Section 5.1 "Consolidated financial statements at 31 December 2025" of this Universal registration document.

Regulated agreements are presented in the section below.

There is no other significant transaction with related parties.

The charter on related-party and current agreements was updated by the Board of Directors on 26 March 2020. It sets out the procedure for evaluating said agreements. This charter is available on the Group's website at the following address:

<https://nexity.group/en/about-us/our-governance/board-of-directors>.

6.1.1 Statutory Auditors' Special Report on Regulated Agreements

Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2025

This is a free translation into English of the Statutory Auditors' Special Report on related party agreements 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 Annual Shareholders' Meeting of Nexity S.A.,

In our capacity as auditors of your company, we present you with our report on regulated agreements.

It is our responsibility to communicate to you, on the basis of the information given to us, the characteristics, the main terms and conditions, the purpose and benefits to the Company of the agreements brought to our attention or which we identified during our engagement. It is not our role to determine whether they are beneficial or appropriate or to ascertain whether any other agreement exist. It is your responsibility, under the terms of Article R. 225-31 of the French Commercial Code, to assess the interests attached to these agreements with a view to their approval.

In addition, it is up to us, where applicable, to provide you with the information provided for in Article R. 225-31 of the French Commercial Code relating to the execution, during the past financial year, of the agreements already approved by the Shareholders' Meeting.

We have implemented the due diligence that we considered necessary with regard to the professional doctrine of the National Company of Statutory Auditors relating to this mission. This diligence consisted of verifying the concordance of the information given to us with the basic documents from which it is derived.

AGREEMENTS SUBMITTED TO THE GENERAL ASSEMBLY FOR APPROVAL

Agreements authorised and entered into during the past financial year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been notified of the following agreements entered into during the past financial year which have been subject to the prior authorization of your Board of Directors.

- **Support and trademark licensing agreements with Bureaux à Partager**

Persons concerned:

Companies	Jean-Claude Bassien
Nexity	<i>in his capacity as:</i> Deputy Chief Executive Officer
Bureaux à Partager	Member and Chairman of the Strategic Committee

Nature and purpose:

The agreement concerns the assistance provided by Nexity SA, as a holding company, to its subsidiary in various areas.

Modalities:

On 18 December 2025, the Council authorised the conclusion of the new assistance agreement provided to the company Bureaux à Partager for an indefinite period of time as of 1 January 2026.

The amount of the fee invoiced under the agreement will be calculated on the basis of a cost price plus a margin of 5%.

The basis of the price will be made up of the actual costs of the services provided to the Subsidiary based on the working time spent by the employees assigned by the Parent Company to projects directly benefiting the Subsidiary for the past financial year as well as all the costs incurred and/or borne in this respect by the Parent Company.

Agreements Authorized and Entered into Since Closing

We have been notified of the following agreements, which have been authorised and entered into since the end of the previous financial year, which have been subject to the prior approval of your Board of Directors.

- **Protocol concluded between Mr. Jean-Claude Bassien and Nexity**

Persons concerned:

Société	Jean-Claude Bassien
Nexity	<i>in his capacity as:</i> Deputy Chief Executive Officer

Nature and purpose:

The purpose of the protocol is to define the conditions for the termination by Mr. Jean-Claude Bassien of all his functions within the Nexity Group.

Modalities:

On February 25, 2026, the Board of Directors authorized the conclusion, on the same date, of a protocol aimed at setting the financial conditions related to the termination by Mr. Jean-Claude Bassien of all his functions within the Nexity Group.

The protocol provides:

- the extension to 24 months of Mr. Jean-Claude Bassien’s non-compete agreement, initially set at twelve months;
- the setting of a non-competition indemnity of a gross amount of 390,500 euros gross for the additional 12 months.

In light of Mr. Jean-Claude Bassien’s experience within Nexity and his in-depth knowledge of the Nexity Group’s strategic orientations, ongoing projects and commercial relationships, the Board of Directors considered that the conclusion of the Protocol and the extension of Mr. Jean-Claude Bassien’s non-compete agreement were necessary in order to protect the Company’s interests in the context of the cessation of his duties.

AGREEMENTS ALREADY APPROVED BY THE SHAREHOLDERS' MEETING**Agreements approved in previous financial years whose implementation has continued during the financial year**

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the execution of the following agreements, already approved by the Shareholders' Meeting in previous financial years, has continued during the past financial year.

- **Support and trademark licensing agreements with Bureaux à Partager**

Persons concerned:

Companies	Jean-Claude Bassien
Nexity	<i>in his capacity as:</i> Deputy Chief Executive Officer
Bureaux à Partager	Member and Chairman of the Strategic Committee

Modalities:

The Board of 18 December 2024 authorised the continuation in 2025 of the assistance agreement provided to the company below:

- BUREAUX À PARTAGER: the amount initially authorised for the assistance missions provided to the company Bureaux à Partager for the 2025 financial year was €544K. The amount invoiced in 2025 for these services ultimately amounted to €175,583.63.

French original signed by

Paris La Défense, April 1, 2026
KPMG Audit IS SAS
Stéphanie Millet
Partner

Levallois-Perret, April 1, 2026
Forvis Mazars SA
Claire Gueydan-O'Quin
Partner

6.2 SUMMARY OF AUTHORISATIONS GRANTED BY THE COMPANY'S SHAREHOLDERS' MEETINGS

The outstanding authorisations granted to the Board of Directors by the Company's Shareholders' Meetings break down as follows at 1 April 2026:

6.2.1 Summary of authorisations granted by the Company's Shareholders' Meetings

The outstanding authorisations granted to the Board of Directors by the Company's Shareholders' Meetings break down as follows at 1 April 2026:

Issues of securities

Purpose of the authorisation	Date of the SM and resolution concerned	Date and expiry of the authorisation	Maximum nominal amount of capital increase ⁽¹⁾	Use
Issues with preemptive subscription rights*				
Delegation of authority to the Board of Directors to issue Company shares or securities giving access to the Company's share capital or giving entitlement to the allocation of debt securities, with preemptive subscription rights	SM of 23 May 2024 22nd resolution	26 months i.e. until 22 July 2026	25% of the share capital or €600 million in debt securities	Not used
Issues without preemptive subscription rights open to the public*				
Delegation of authority to the Board of Directors to issue shares or securities giving access to the Company's share capital or giving entitlement to the allocation of debt securities, without preemptive subscription rights and open to the public with the exception of offerings mentioned in 1 ^o of Article L.411-2 of the French Monetary and Financial Code	SM of 23 May 2024 23rd resolution	26 months i.e. until 22 July 2026	→ With priority rights: 20% of the share capital ⁽²⁾ or €600 million in debt securities → Without priority rights: 10% of the share capital ⁽²⁾⁽³⁾ or €300 million ⁽⁴⁾ in debt securities	Not used
Issues without preemptive subscription rights open to qualified investors*				
Delegation of authority to the Board of Directors to issue shares or securities giving access to the Company's share capital or giving entitlement to the allocation of debt securities, without preemptive subscription rights and by way of an offering referred to in 1 ^o of Article L.411-2 of the French Monetary and Financial Code. The issues authorised under this delegation may not relate to issue(s) authorised under the 25th resolution	SM of 23 May 2024 24th resolution	26 months i.e. until 22 July 2026	10% of the share capital ⁽²⁾⁽⁵⁾ or €300 million ⁽⁴⁾ in debt securities	Not used
Issues without preemptive subscription rights open to qualified investors exclusively for the purpose of financing the redemption of the ORNANE 2018 bonds maturing on 2 March 2025*				
Delegation of authority to the Board of Directors to issue securities giving access to the Company's share capital, without preemptive subscription rights and by way of an offering referred to in 1 ^o of Article L.411-2 of the French Monetary and Financial Code whose sole purpose is to participate in the financing of the redemption of the ORNANE 2018 bonds maturing on 2 March 2025	SM of 23 May 2024 25th resolution	26 months i.e. until 22 July 2026	20% of the share capital ⁽²⁾ or €300 million ⁽⁴⁾ in debt securities	Not used
Overallotment option*				
Authorisation to be granted to the Board of Directors to increase the amount of the initial issue in the context of capital increases carried out with or without preemptive subscription rights	SM of 23 May 2024 26th resolution	26 months i.e. until 22 July 2026	Up to a maximum of 15% of the initial issue and at the same price deducted from the limit(s) of the issue in question	Not used

Purpose of the authorisation	Date of the SM and resolution concerned	Date and expiry of the authorisation	Maximum nominal amount of capital increase ⁽¹⁾	Use
Capital increase by capitalisation of reserves, profits, premiums or other accounts*				
Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, earnings or premiums or other amounts that may be capitalised	SM of 23 May 2024 27th resolution	26 months i.e. until 22 July 2026	25% of the share capital ⁽²⁾	Not used
Issue in exchange for contributions of equity securities or other securities giving access to the share capital through a public exchange offer initiated by the Company*				
Delegation of authority to the Board of Directors to issue shares and / or securities giving access to the Company's share capital, to remunerate contributions of securities made as part of a public exchange offer initiated by the Company	SM of 23 May 2024 28th resolution	26 months i.e. until 22 July 2026	10% of the share capital ⁽²⁾⁽⁶⁾	Not used
Issue in exchange for contributions in kind*				
Delegation of authority to the Board of Directors to issue shares and / or securities giving access to a maximum of 10% to the Company's share capital, to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital	SM of 23 May 2024 29th resolution	26 months i.e. until 22 July 2026	10% of the share capital ⁽²⁾⁽⁶⁾	Not used
Overall limit on authorisations*				
Overall limit on authorisations to issue with or without preemptive subscription rights	SM of 23 May 2024 31st resolution	26 months i.e. until 22 July 2026	→ 25% of the share capital for issues with and without preemptive subscription rights, of which: ✓20% of the share capital for issues without preemptive subscription rights (Resolutions 23 to 29) ⁽³⁾⁽⁵⁾⁽⁶⁾ ✓10% without preemptive subscription rights (Resolution 23 with priority rights, Resolutions 24, 28 and 29) ⁽³⁾⁽⁵⁾⁽⁶⁾ or → €600 million for debt securities (Resolutions 22 to 26), of which: ✓€300 million (Resolution 23 with priority rights, Resolutions 24 and 25)	Not used

* The Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a draft takeover bid for the Company's shares until the end of the offer period.

- (1) In the event of a capital increase, the limit is expressed as a percentage of the number of shares making up the share capital at the date of the Shareholders' Meeting. Where debt securities are issued, the maximum limit is stated in euros.
- (2) The nominal amount of capital increases that may be carried out pursuant to the resolution in question is deducted from the limits set in the 31st resolution.
- (3) The nominal amount of capital increases carried out without preemptive subscription rights under the 23rd resolution would also be deducted from the sub-limits for capital increases carried out without preemptive subscription rights provided for in the 24th, 28th and 29th resolutions (and vice versa).
- (4) These amounts would be deducted from the securities limit set in the 31st resolution.
- (5) The nominal amount of capital increases carried out without preemptive subscription rights under the 24th resolution would also be deducted from the sub-limits for capital increases carried out without preemptive subscription rights provided for in the 23rd, 28th and 29th resolutions (and vice versa).
- (6) The nominal amount of capital increases carried out without preemptive subscription rights pursuant to the 28th and 29th resolutions would also be deducted from the sub-limits for capital increases without preemptive subscription rights provided for in the 23rd resolution (in the event of a capital increase without priority rights granted to shareholders) and 24th resolution.

Issues reserved for eligible employees or company officers

Purpose of the authorisation	Date of the SM and resolution concerned	Date and expiry of the authorisation	Maximum nominal amount of capital increase ⁽¹⁾	Use
Free awards of new or existing shares				
Renewal of the authorisation to grant existing or future free shares	SM of 22 May 2025 20th resolution	14 months <i>i.e.</i> until 21 July 2026	1% of the share capital at the date on which the grant is decided by the Board of Directors ⁽²⁾	299,900 free shares granted by the Board of Directors at its meeting of 22 May 2025 ⁽³⁾ NB: 310,895 shares were granted from the overall total authorised by the SM of 22 May 2024

Issues reserved for participants in Group company savings schemes

Renewal of the authorisation to increase the Company's share capital by issuing ordinary shares and / or securities giving access to the share capital without preemptive subscription rights for the benefit of members of an employee savings scheme pursuant to Articles L.3332-18 <i>et seq.</i> of the French Labour Code	SM of 23 May 2024 30th resolution	26 months <i>i.e.</i> until 21 July 2026	1% of the diluted share capital at 23 May 2024 ⁽²⁾	Not used
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(1) In the event of a capital increase, the limit is expressed as a percentage of the number of shares making up the share capital at the date of the Shareholders' Meeting. Where debt securities are issued, the maximum limit is stated in euros.

(2) Limit separate from the limits for the delegations of authority set at the Shareholders' Meeting of 23 May 2024.

(3) A democratic plan, the principle of which was approved by the Board of Directors on 24 April 2025, should be adopted by the Board of Directors no later than the Shareholders' Meeting of 21 May 2026, and chargeable against the budget authorised by the Shareholders' Meeting of 22 May 2025.

Share repurchase and reduction in share capital

Purpose of the authorisation	Date of the SM and resolution concerned	Date and expiry of the authorisation	Maximum nominal amount of capital increase ⁽¹⁾	Use
Repurchase by the Company of its own shares*				
	SM of 22 May 2025 18th resolution	18 months <i>i.e.</i> until 24 November 2026	10% of the share capital, adjusted to reflect the transactions affecting the share capital after 22 May 2025	See Section 4.11.3 above for the liquidity contract
Reduction in share capital via the retirement of treasury shares				
	SM of 22 May 2025 19th resolution	18 months <i>i.e.</i> until 21 November 2026	10% of the share capital per 24-month period	Not used

* The Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a draft takeover bid for the Company's shares until the end of the offer period.

(1) In the event of a capital increase, the limit is expressed as a percentage of the number of shares making up the share capital at the date of the Shareholders' Meeting. Where debt securities are issued, the maximum limit is stated in euros.

07 EXCERPTS OF STATUTORY PROVISIONS

The section is an excerpt from the Articles of Association. The full version is available on Nexity's website at the following address: <https://nexity.group/en/about-us/our-governance/board-of-directors>.

Following the entry into force on 13 February 2026 of the "Attractiveness 2 Law" on the modernisation of certain companies' methods of communication with their shareholders, you will be asked at the Shareholders' Meeting to update Article 19 "Notice of Meetings - Access to Shareholders' Meetings - Powers" of the Company's Articles of Association, presented below.

Notice of and access to Shareholders' Meetings (Article 19 of the Articles of Association)

Shareholders' Meetings are convened and deliberate within the conditions laid down by law. The Company may fulfil the required formalities prior to Shareholders' Meetings using electronic communication methods, pursuant to Article R.225-63 of the French Commercial Code.

Meetings are held either at the registered office or at another location specified in the Notice of Meeting.

Shareholders may attend Shareholders' Meetings and take part in deliberations in person or by proxy, pursuant to Articles L.225-106 and L.22-10-39 of the French Commercial Code.

The right of shareholders to participate in Shareholders' Meetings is subject to:

- Holders of registered shares having their shares registered in the Company's accounts no later than the second business day preceding the meeting at midnight, Paris time; and
- Holders of bearer shares having their shares registered in the authorised intermediary's accounts no later than the second business day preceding the meeting at midnight, Paris time. The registration of bearer shares with an authorised intermediary is evidenced by an ownership certificate issued by said intermediary.

Shareholders may be represented by another shareholder, their spouse, their civil partner or any other natural or legal person of their choice. Shareholders may also vote by post, or electronically if applicable and subject to prior consent by the Board of Directors, using a form sent to them at their request as specified in the preliminary notice and in

the Notice of Meeting, in accordance with applicable laws and regulations. Shareholders may send in and revoke their proxy forms electronically. Pursuant to the Board of Directors' decision indicated in the preliminary notice and the Notice of Meeting, the electronic signature of this form may be either (i) a secure electronic signature as defined in the decree adopted pursuant to Article 1367 of the French Civil Code concerning electronic signatures, or (ii) provided using some other reliable identification process that meets the requirements of the first sentence of the second paragraph of the aforementioned Article 1367 of the French Civil Code. A shareholder's attendance at a Shareholders' Meeting will invalidate any vote made by post, electronically or by proxy. In the event of a conflict between a proxy vote and a postal vote, the proxy vote will take priority, regardless of when the votes were cast. Voting forms sent by post will not count towards the quorum unless they are duly completed and received by the Company at least three (3) calendar days before the date of the Shareholders' Meeting. Voting instructions granting proxy or power of attorney that are sent electronically as provided for by law and as determined by the Board of Directors will be executed if received by the Company by 3 pm (Paris time) the day before the Shareholders' Meeting.

Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman or, failing this, by a director specifically appointed by the Board for this purpose. Failing this, the meeting itself will elect its Chairman.

The Office appoints the secretary, who may be chosen from outside the members of the meeting.

Having noted that Article 19 of the Articles of Association refers to the record date (date of registration in the shareholders' accounts in order to be able to participate in Shareholders' Meetings), which is applicable under prior law (D-2 business days compared to D-5 business days currently), at its meeting of 1 April 2026, the Board of Directors decided to submit to the shareholders the amendments to Article 19 of the Articles of Association, proposed by the Remuneration and Appointments Committee, following the publication of the aforementioned Decree No. 2026-94 of 13 February 2026.

The new Article 19 of the Articles of Association, subject to approval by the Annual General Meeting of 21 May 2026, would be as follows:

"Shareholders' Meetings are convened and deliberate within the conditions laid down by law. The Company may fulfil the required formalities prior to Shareholders' Meetings using electronic communication methods, pursuant to Article R.225-63 of the French Commercial Code.

Meetings are held either at the registered office or at another location specified in the Notice of Meeting.

Shareholders may attend Shareholders' Meetings and take part in deliberations in person or by proxy, pursuant to the legal and regulatory conditions in force.

Shareholders may be represented by another shareholder, their spouse, their civil partner or any other natural or legal person of their choice.

Shareholders may also vote by post, or electronically if applicable and subject to prior consent by the Board of Directors, using a form sent to them at their request as specified in the preliminary notice and in the Notice of Meeting, in accordance with applicable laws and regulations. Shareholders may send in and revoke their proxy forms electronically. Pursuant to the Board of Directors' decision indicated in the preliminary notice and the Notice of Meeting, the electronic signature of this form may be either (i) a secure electronic signature as defined in the decree adopted pursuant to Article 1367 of the French Civil Code concerning electronic signatures, or (ii) provided using some other reliable identification process that meets the requirements of the first sentence of the second paragraph of the aforementioned Article 1367 of the French Civil Code. A shareholder's attendance at a Shareholders' Meeting will invalidate any vote made by post, electronically or by proxy. In the event of a conflict between a proxy vote and a postal vote, the proxy vote will take priority, regardless of when the votes were cast. Postal or electronic votes will only be taken into account when duly communicated in accordance with the legal and regulatory conditions in force.

Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman or, failing this, by a director specifically appointed by the Board for this purpose. Failing this, the meeting itself will elect its Chairman.

The Office appoints the secretary, who may be chosen from outside the members of the meeting."

08 PRESENTATION OF THE RESOLUTIONS

To the Shareholders,

You have been invited to our Combined Shareholders' Meeting, in accordance with the provisions of the French Commercial Code and our Company's Articles of Association.

With respect to the ordinary business of this Meeting, the following will be submitted for your approval following the reading of the reports of the Company's Board of Directors and/or the Statutory Auditors:

- The parent company financial statements and the consolidated financial statements of the Nexity group for the fiscal year ended 31 December 2025. All of the information referred to in Articles L.225-100 *et seq.* and L.232-1 of the French Commercial Code relating to the Parent Company financial statements for the fiscal year ended 31 December 2025 is contained in the management report prepared by the Board of Directors;
- The allocation of earnings;
- An agreement governed by Article L.225-38 of the French Commercial Code;
- A regulated agreement relating to the conditions of departure of Jean-Claude Bassien, Deputy Chief Executive Officer;
- Ratification of the co-option of a director to replace Jérôme Grivet;
- Renewal of the directorship of AG2R La Mondiale;
- Renewal of the term of office of the Principal Statutory Auditors as well as that of a Statutory Auditor in charge of the certification of sustainability information;
- The information mentioned in Section I of Article L.22-10-9 of the French Commercial Code, as set out in the Corporate Governance Report (global ex-post "say on pay");
- The fixed and variable components of the total remuneration and benefits of any kind paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer;
- The fixed and variable components of the total remuneration and benefits of any kind paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Jean-Claude Bassien, Deputy Chief Executive Officer;
- The remuneration policies applicable, respectively, to the directors, the Chairwoman and Chief Executive Officer, and the Deputy Chief Executive Officer of the Company for the 2026 fiscal year; and
- Authorisation for the Company to implement a share buyback programme.

With respect to the extraordinary business, as is customary in listed companies, you will be asked to renew or grant various authorisations, mainly financial in nature, to the Board of Directors to allow it to carry out the following transactions:

- Capital reduction through the cancellation of treasury shares and the allocation of free shares;
- Issue of shares and/or securities granting access to the Company's share capital with preemptive subscription rights; without preemptive subscription rights and in the context of a public offering; without preemptive subscription rights and in the context of an offering open exclusively to a limited group of investors acting on their own behalf or to qualified investors; in exchange for contributions of securities in the context of a public exchange offer initiated by the Company; or, up to a limit of 10% of the share capital, in exchange for contributions in kind granted to the Company;
- Increase in the amount of the original issue in the context of Company capital increases carried out with or without preemptive subscription rights;

- Capital increase through the incorporation of reserves, profits and/or premiums or other amounts that may be capitalised; through the issue of shares or securities granting access to the share capital without preemptive subscription rights for the benefit of employees and former employees of companies that are members of the Group Savings Plan (as defined by the PEG agreement in force);
- While setting an overall limit on authorisations to issue with or without preemptive subscription rights; and
- Amendment of the Company's Articles of Association to take into account the provisions of Decree No. 2026-94 of 13 February 2026, known as the "Attractiveness 2 Law", relating to the modernisation of communication methods with shareholders of certain companies.

BOARD OF DIRECTORS' REPORT

The aim of this report is to present the draft resolutions submitted by the Board of Directors to a vote at the Annual Shareholders' Meeting of 21 May 2026, in accordance with the regulations in force.

Within the remit of the Ordinary Shareholders' Meeting

Resolutions 1 and 3: Approval of the 2025 financial statements

The purpose of these resolutions is to submit for your approval, in light of the reports of the Board of Directors and the Statutory Auditors:

- The Parent Company financial statements for the 2025 fiscal year, which show a loss of €292,321,923.51, as well as the transactions reflected in these statements or summarised in these reports; and
- The consolidated financial statements for the 2025 fiscal year, which show a loss (Group share) of €188,388 thousand, as well as the transactions reflected in these statements or summarised in these reports.

In Resolution 1 relating to the Parent Company financial statements, you are also asked to vote, pursuant to Article 223 *quater* of the French General Tax Code, on the non-tax-deductible expenses and charges referred to in Article 39-4 of the French General Tax Code and recognised during the fiscal year ended 31 December 2025, representing a total amount of €68,832 and which generated an estimated tax expense of €17,208.

Resolution 1

(Approval of the financial statements for the fiscal year ended 31 December 2025 – Approval of non-tax-deductible expenses and charges)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors on the parent company financial statements for the fiscal year ended 31 December 2025, approves the parent company financial statements for the year as presented, showing a loss of €292,321,923.51.

The Shareholders' Meeting also approves the transactions reflected in these financial statements or summarised in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting approves the non-tax-deductible expenses and charges referred to in Article 39-4 of the French General Tax Code that were recognised during the fiscal year ended 31 December 2025, representing a total amount of €68,832 and which would have generated a theoretical tax expense estimated at €17,208. However, in view of the tax loss for the fiscal year ended 31 December 2025, these expenses and charges did not lead to the recognition of a tax expense for said fiscal year.

Resolution 3

(Approval of the Group's consolidated financial statements for the fiscal year ended 31 December 2025)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the fiscal

year ended 31 December 2025, approves the consolidated financial statements for the year as presented, showing a loss (Group share) of €188,388 thousand.

The Shareholders' Meeting also approves the transactions reflected in these financial statements or summarised in these reports.

Resolution 2: Allocation of earnings for 2025

In view of the Company's results for 2025 and the still uncertain environment, the Board of Directors proposes that no dividend is distributed for 2025.

The Board of Directors therefore proposes that you allocate the loss for the fiscal year ended 31 December 2025, amounting to €292,321,923.51, to "Retained earnings", which will thus be reduced from €403,194,777.98 to €110,872,854.47.

Taking into account this allocation, the Company's equity would be €1,555,568,096.32.

Resolution 2

(Allocation of earnings for the fiscal year ended 31 December 2025)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to allocate the loss for the fiscal year ended 31 December 2025, amounting to €292,321,923.51, to retained earnings, which will thus be reduced from €403,194,777.98 to €110,872,854.47.

Taking into account this allocation, the Company's equity would be €1,555,568,096.32.

In accordance with Article 243 bis of the French General Tax Code, the Shareholders' Meeting notes that the following dividends were distributed in respect of the previous three fiscal years, all of which are eligible for the allowance referred to in Article 158-3-2° of the French General Tax Code, and that no other income distributed in respect of these fiscal years:

Fiscal year	Number of shares ⁽¹⁾	Dividend per share ⁽²⁾	Overall distribution ⁽³⁾
2022	56,129,724	€2.50	€140,324,310
2023	56,129,724	None	None
2024	56,129,724	None	None

(1) Number of shares outstanding on the day of the Shareholders' Meeting that approved each distribution (not minus the number of treasury shares, if any, not giving entitlement to a distribution).

(2) In the event of opting for the progressive income tax scale, the entire dividend eligible for the 40% allowance provided for in Article 158-3-2° of the French General Tax Code, applicable under certain conditions.

(3) Based on the number of shares described in (1) above.

Resolutions 4 and 5: Agreements referred to in Article L.225-38 of the French Commercial Code

The agreements listed below, which are subject to the regulated agreement procedure described in Article L.225-38 *et seq.* of the French Commercial Code, are disclosed in the Statutory Auditors' special report, which is included in Chapter 4 of the 2025 Universal registration document, in Section 4.6.1 "Statutory Auditors' special report on regulated agreements", published on 13 April 2026.

Resolution 4 proposes that you approve the service agreement authorised by the Board of Directors at its meeting of 18 December 2025 and entered into with Bureaux à Partage during the 2025 fiscal year with effect from 1 January 2026.

In Resolution 5, you are asked to approve the agreement between Nexity and Jean-Claude Bassien (the "Agreement") in the context of the resignation of Jean-Claude Bassien from his duties within the Nexity group.

In particular, the Agreement provides for the extension from twelve (12) to twenty-four (24) months of the duration of the non-compete commitment of Jean-Claude Bassien, subject to the approval by this Meeting of Resolution 16 (Approval of the remuneration policy for the Deputy Chief Executive Officer). Where applicable, Jean-Claude Bassien will receive compensation in the form of a gross non-compete indemnity of €390,500 for the additional twelve (12) months, paid in 12 monthly instalments.

Given Jean-Claude Bassien's experience at Nexity and his in-depth knowledge of the Nexity group's strategic decisions, ongoing projects and commercial relationships, the Board of Directors considered that the Agreement signed and the extension of Jean-Claude Bassien's non-compete commitment were necessary in order to protect the interests of the Company in the context of the termination of the term of office of Jean-Claude Bassien.

Pursuant to Articles L.22-10-13 and R.22-10-17 of the French Commercial Code, information on this Agreement is available on the Company's website.

Resolution 4***(Approval of a regulated agreement between the Company and a subsidiary)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Statutory Auditors' special report on the agreements governed by Article L.225-38 *et seq.* of the French Commercial Code, approves the new agreement authorised and entered into with the company Bureaux à Partage during the 2025 fiscal year with effect from 1 January 2026, mentioned therein.

Resolution 5***(Approval of a regulated agreement relating to the conditions of departure of Jean-Claude Bassien, Deputy Chief Executive Officer)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Statutory Auditors' special report on the agreements governed by Article L.225-38 *et seq.* of the French Commercial Code, approves the new agreement authorised and entered into on 25 February 2026 relating to the conditions of departure of Jean-Claude Bassien, Deputy Chief Executive Officer of the Company, mentioned therein.

Resolution 6: Ratification of the co-option of a director

We ask you to take note of the resignation of Jérôme Grivet on 16 June 2025 and to ratify the appointment of Serge Magdeleine (Chief Executive Officer of LCL), made on a provisional basis by the Board of Directors at its meeting of 24 July 2025, for the remaining term of office of his predecessor, i.e. until the end of the Annual Shareholders' Meeting called in 2028 to approve the financial statements for the fiscal year ending 31 December 2027.

Resolution 6***(Ratification of the co-option of Serge Magdeleine as director to replace Jérôme Grivet)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having heard the reading of the Board of Directors' report, duly acknowledges the resignation of Jérôme Grivet on 16 June 2025 and ratifies the appointment of Serge Magdeleine, made on a provisional basis by the Board of Directors at its meeting of 24 July 2025, for the remaining term of office of his predecessor, i.e. until the end of the Annual Shareholders' Meeting called in 2028 to approve the financial statements for the fiscal year ending 31 December 2027.

Resolution 7: Renewal of the directorship of AG2R La Mondiale

On the recommendation of the Remuneration and Appointments Committee, the Board of Directors, at its meeting of 18 December 2025, decided to propose to the Combined Shareholders' Meeting of 21 May 2026 the renewal of the directorship of AG2R La Mondiale for a period of four years expiring at the end of the Shareholders' Meeting held in 2030 to approve the financial statements for the fiscal year ending 31 December 2029.

AG2R La Mondiale joined Nexity's Board of Directors on 18 May 2022. At 31 December 2025, AG2R La Mondiale held 5.00% of Nexity's share capital.

We ask you to approve this renewal, which would ensure continuity in the Board of Directors as well as the representation of long-standing major shareholders. Where applicable, AG2R La Mondiale would also be reappointed as a member of the Strategy and Investment Committee.

AG2R La Mondiale has informed the Company that, in the event of the renewal of its directorship, it will continue to be represented by Fabrice Heyriès on the Board of Directors. Fabrice Heyriès is Chief Executive Officer of AG2R La Mondiale.

Information relating to the director whose renewal is proposed to you (biography, expertise, attendance, offices held outside the Company, independence) is set out in Chapter 4 of the 2025 Universal registration document, in Section 4.2 "The Board of Directors", published on 13 April 2026.

If this directorship is renewed, 60% of the members of the Board of Directors will still be independent (excluding directors representing the employees and the director representing the shareholder employees).

Resolution 7***(Renewal of the directorship of AG2R La Mondiale for a period of four (4) years)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, noting that the directorship of AG2R La Mondiale expires at the end of this Shareholders' Meeting, resolves to renew its directorship for a period of four years, *i.e.* until the end of the Annual Shareholders' Meeting called in 2030 to approve the financial statements for the fiscal year ending 31 December 2029.

AG2R La Mondiale has confirmed that it accepts the renewal of its directorship and that it does not hold any position and is not subject to any measure that could prevent it from exercising this position.

Resolutions 8 to 10: Renewal of the terms of office of the Statutory Auditors

As the terms of office of the Company's joint Principal Statutory Auditors expire at the next Annual Shareholders' Meeting, you are asked to renew the respective terms of office of KPMG Audit IS and FORVIS MAZARS SA for a period of six (6) fiscal years, *i.e.* until the Annual Shareholders' Meeting called in 2032 to approve the financial statements for the fiscal year ending 31 December 2031.

You are advised that, given the limit of 24 years provided for in Article 17 paragraph 4b of Regulation (EU) 537-2014 of 16 April 2014, the term of office of KPMG Audit IS will end early, at the end of the Annual Shareholders' Meeting held in 2028 to approve the financial statements for the fiscal year ending 31 December 2027.

You are also asked to reappoint only FORVIS MAZARS SA as Statutory Auditor in charge of the certification of sustainability information for a period of six (6) fiscal years, *i.e.* until the Annual Shareholders' Meeting held in 2032 to approve the financial statements for the fiscal year ending 31 December 2031.

You are not asked to renew KPMG's term of office as Statutory Auditors in charge of the certification of sustainability information, which will also expire at the end of the next Shareholders' Meeting, given that it is not necessary to appoint two Statutory Auditors responsible for this mission.

Resolution 8

(Renewal of the term of office of KPMG Audit IS as Principal Statutory Auditor)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, notes the expiry today of the term of office of KPMG Audit IS as joint Principal Statutory Auditor of the Company and resolves, having reviewed and deliberated on the Board of Directors' report, to renew the term of office of KPMG Audit IS, a simplified joint stock company with share capital of €200,000, whose registered office is at Tour Eqho - 2 avenue Gambetta - CS60055 - 92066 Paris La Défense Cedex, France, registered in the Nanterre Trade and Companies Register under number 512 802 653.

Given that KPMG Audit IS will be affected by the 24-year limit provided for in Article 17 paragraph 4b of Regulation (EU) 537-2014 of 16 April 2014 at the time of the Shareholders' Meeting held to approve the financial statements for the fiscal year ending 31 December 2027, this term of office, granted for a period of six fiscal years, will automatically end early at the end of the Annual Shareholders' Meeting held in 2028 to approve the financial statements for the fiscal year ending 31 December 2027.

Resolution 9

(Renewal of the term of office of FORVIS MAZARS SA as Principal Statutory Auditor)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, notes the expiry today of the term of office of FORVIS MAZARS SA, a French public limited company (société anonyme) with share capital

of €8,320,000, whose registered office is at 45 rue Kléber - 92300 Levallois-Perret, France, registered in the Nanterre Trade and Companies Register under number 784 824 153, as joint Principal Statutory Auditor of the Company, and, having reviewed and deliberated on the Board of Directors' report, resolves to renew the term of office of the latter for a period of six fiscal years, i.e. until the Annual Shareholders' Meeting held in 2032 to approve the financial statements for the fiscal year ending 31 December 2031.

Resolution 10

(Renewal of the term of office of FORVIS MAZARS SA as Statutory Auditor in charge of the certification of sustainability information)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, duly acknowledges the expiry today of the term of office of FORVIS MAZARS SA, a French public limited company with share capital of €8,320,000, whose registered office is at 45 rue Kléber - 92300 Levallois-Perret, France, registered in the Nanterre Trade and Companies Register under number 784 824 153, as Statutory Auditor in charge of the certification of sustainability information, and, having reviewed and deliberated on the Board of Directors' report, resolves, in accordance with Articles L.821-40 et seq. of the French Commercial Code, to renew the term of office of the latter to certify sustainability information for a period of six fiscal years, i.e. until the Annual Shareholders' Meeting held in 2032 to approve the financial statements for the fiscal year ending 31 December 2031.

Resolution 11: Approval of the information mentioned in section I of Article L.22-10-9 of the French Commercial Code included in the Corporate Governance Report

In accordance with the provisions of section I of Article L.22-10-34 of the French Commercial Code, we submit for your approval the information mentioned in section I of Article L.22-10-9 of the French Commercial Code relating to the remuneration of the Company's executive company officers, as it is presented in the Corporate Governance Report appearing in Chapter 4 of the 2025 Universal registration document, in the introduction to Section 4.4 "Remuneration and benefits of executive company officers and directors", published on 13 April 2026.

Resolution 11

(Approval of the information relating to the remuneration of the company officers mentioned in section I of Article L.22-10-9 of the French Commercial Code)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to section I of Article L.22-10-34 of the French Commercial Code, the information referred to in section I of Article L.22-10-9 of the French Commercial Code, as presented in the Corporate Governance Report appearing in Section 4.4 of Chapter 4 of the Company's 2025 Universal registration document.

Resolutions 12 and 13: Approval of the fixed and variable components of the total remuneration and benefits of any kind paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer, and to Jean-Claude Bassien, Deputy Chief Executive Officer

In accordance with the provisions of section II of Article L.22-10-34 of the French Commercial Code, we submit for your approval the fixed and variable components of the total remuneration and benefits of any kind paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer, and to Jean-Claude Bassien, Deputy Chief Executive Officer.

The total remuneration of executive company officers is based on three components: fixed remuneration, annual variable remuneration and long-term remuneration (free share awards). Each of these components represents approximately one-third of the total remuneration, reflecting a balance between the recognition of the responsibilities exercised, the achievement of annual performance objectives and the alignment of the executives' interests with the Group's strategy and long-term sustainable performance.

Thus, the ex-post 2025 remuneration of the executive company officers complies with the remuneration policies adopted by the Shareholders' Meeting of 22 May 2025 and reflects:

- Stability of fixed remuneration compared to 2024; and
- Stability of the target annual and long-term variable amounts of remuneration, with a change in the performance criteria since 2024 to take into account the strategic challenges to be tackled by the executive company officers in the short and medium term.

Details of this remuneration are provided in the Corporate Governance Report comprising Chapter 4 of the Company's 2025 Universal registration document, in Section 4.4.1 "Remuneration and benefits of Nexity's executive company officers and directors, awarded in respect of or paid during the 2025 fiscal year (ex-post)", published on 13 April 2026.

Resolution 12

(Approval of the components of remuneration paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having acknowledged the Board of Directors' report and the Corporate Governance Report, approves, pursuant to section II of Article L.22-10-34 of the French Commercial Code, the components of the total remuneration and benefits of any kind paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer, as presented in the Corporate Governance Report appearing in Section 4.4.1.2 "Remuneration applicable to Véronique Bédague, Chairwoman and Chief Executive Officer" of Chapter 4 of the Company's 2025 Universal registration document.

Resolution 13

(Approval of the components of remuneration paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Jean-Claude Bassien, Deputy Chief Executive Officer)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having acknowledged the Board of Directors' report and the Corporate Governance Report, approves, pursuant to section II of Article L.22-10-34 of the French Commercial Code, the components of the total remuneration and benefits of any kind paid during the fiscal year ended 31 December 2025, or awarded in respect of the same fiscal year, to Jean-Claude Bassien, Deputy Chief Executive Officer, as presented in the Corporate Governance Report appearing in section 4.4.1.3 "Remuneration applicable to Jean-Claude Bassien, Deputy Chief Executive Officer" of Chapter 4 of the Company's 2025 Universal registration document.

Resolutions 14 to 16: Approval of the remuneration policies applicable, respectively, to the directors, the Chairwoman and Chief Executive Officer and the Deputy Chief Executive Officer of the Company for the 2026 fiscal year

In accordance with the provisions of section II of Article L.22-10-8 of the French Commercial Code, we submit for your approval the remuneration policies applicable, respectively, to the directors, the Chairwoman and Chief Executive Officer and the Deputy Chief Executive Officer.

In accordance with section I of said article, the remuneration policies applicable to each of these categories of company officers are consistent with the Company's corporate interest, contribute to its sustainability and are aligned with its business strategy. They describe all the components of their fixed and, where applicable, variable remuneration, and explain the decision-making process applied to their determination and implementation.

Regarding directors, the proposed budget amounts to €400,000 and has remained unchanged since the Shareholders' Meeting of 18 May 2022. Directors' remuneration for 2025 is presented in Section 4.4.1.6 "Remuneration of members of the Board of Directors, excluding the Chairwoman and Chief Executive Officer" of Chapter 4 of the 2025 Universal registration document published on 13 April 2026.

The total remuneration of executive company officers is based on three components: fixed remuneration, annual variable remuneration and long-term remuneration (free share awards). Each of these components represents approximately one-third of the total remuneration, reflecting a balance between the recognition of the responsibilities exercised, the achievement of annual performance objectives and the alignment of the executive interests with the Group's strategy and long-term sustainable performance.

Thus, the ex-ante 2026 remuneration principles for executive company officers break down as follows:

- Stability of fixed remuneration; and
- Stability of the target annual and long-term variable amounts of remuneration, with a change in the performance criteria to take into account the strategic challenges to be tackled by the executive company officers in the short and medium term.

In particular, under Resolution 15, we submit for your approval the remuneration policy applicable to the Deputy Chief Executive Officer for fiscal year 2026. The fixed and variable remuneration comply with the remuneration policy for executive company officers adopted in 2025.

His end-of-service benefits and those relating to his non-competition clause have been adapted to the financial conditions of departure set out in the Agreement between Nexity and Jean-Claude Bassien at the time of his resignation (see Resolution 5). In the event of the non-approval of this resolution, the remuneration policy approved by the Shareholders' Meeting of 22 May 2025 and described in Section 4.4.2.3 "Remuneration policy applicable to Jean-Claude Bassien, Deputy Chief Executive Officer" of the 2024 Universal registration document would continue to apply for the 2026 fiscal year, including the one-year non-compete commitment provided for therein. With regard to Jean-Claude Bassien, the Board will not award any free shares to Jean-Claude Bassien in respect of the 2026 fiscal year.

Details of the remuneration proposed for 2026 are presented in the Corporate Governance Report appearing in Chapter 4 of the 2025 Universal registration document, in Section 4.4.2 "Remuneration and benefits of Nexity's executive company officers and directors for 2026 (ex-ante)", published on 13 April 2026.

Resolution 14

(Approval of the remuneration policy for directors)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, and the Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to section II of Article L.22-10-8 of the French Commercial Code, the

remuneration policy for directors for the 2026 fiscal year, as presented in the Corporate Governance Report appearing in Sections 4.4.2.1 "Remuneration principles common to all company officers" and 4.4.2.4 "Remuneration policy applicable to members of the Board of Directors, excluding the Chairwoman of the Board of Directors" in Chapter 4 of the Company's 2025 Universal registration document.

Resolution 15***(Approval of the remuneration policy for the Chairwoman and Chief Executive Officer)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to section II of Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Chairwoman and Chief Executive Officer, as presented in the Corporate Governance Report appearing in Sections 4.4.2.1 "Remuneration principles common to all company officers" and 4.4.2.2 "Remuneration policy applicable to Véronique Bédague, Chairwoman and Chief Executive Officer" in Chapter 4 of the Company's 2025 Universal registration document.

Resolution 16***(Approval of the remuneration policy for the Deputy Chief Executive Officer)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to section II of Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Deputy Chief Executive Officer, as presented in the Corporate Governance Report appearing in Sections 4.4.2.1 "Remuneration principles common to all company officers" and 4.4.2.3 "Remuneration policy applicable to Jean-Claude Bassien, Deputy Chief Executive Officer" of Chapter 4 of the Company's 2025 Universal registration document.

Resolution 17: Renewal of the Company's share buyback programme

You are asked to grant a new authorisation to allow the Company to buy back treasury shares, thus terminating early the authorisation previously granted to the Board of Directors by the Combined Shareholders' Meeting of 22 May 2025 under the following conditions:

- Validity period for the authorisation: 18 months;
- Number of shares: 10% of the shares making up the Company's share capital;
- Maximum purchase price: 200% of the average closing share price over the 20 trading sessions preceding the date on which the Board of Directors decides to implement a share buyback programme, excluding transaction costs;
- Maximum amount allocated to the programme: €150 million. Given the current share price, the budget has been reduced from €300 million to €150 million, to align it more closely with the actual ceiling under the 10% limit, while maintaining a level of flexibility appropriate to the execution of the programme;
- Objectives of the programme:
 - stimulating a market for, or the liquidity of, Nexity shares, in compliance with market practices permitted by the AMF,
 - granting of share awards to company officers, or to employees of the Company and/or of any Group companies, in accordance with the terms and conditions laid down by applicable laws and regulations, to give them an interest in the Company's share capital,
 - delivery of shares in the Company upon the exercise of rights attached to securities granting immediate or future access to the awarding of Company shares to employees or company officers,
 - cancellation of all or some of the shares bought back by way of a capital reduction, subject to the approval by this Shareholders' Meeting of Resolution 18,
 - transfers as part of external growth, and
 - any other purpose that would come to be authorised and recognised as an accepted market practice; and
- suspension during a takeover bid relating to the Company's shares.

As a reminder, the Company carried out a share buyback programme between September and November 2025, in the amount of 200,000 shares, with a view to allocating them to the beneficiaries of free share award plans.

Resolution 17**(Authorisation granted to the Board of Directors for the Company to purchase its own shares)**

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, authorises the Board of Directors with the option of subdelegation under the conditions set by law, in accordance with the provisions of Articles L.22-10-62 *et seq.* of the French Commercial Code and Regulation (EU) 596/2014 of 16 April 2014, to purchase or arrange for the purchase of Company shares, in particular with a view to:

- Stimulating the market for the Company's shares with an investment services provider under a liquidity contract in accordance with the market practice established by the French Financial Markets Authority (AMF); or
- Allocating free shares under the provisions of Articles L.22-10-59, L.22-10-60 and L.225-197-1 *et seq.* of the French Commercial Code; or
- The implementation of any Company share purchase option plan under the provisions of Articles L.22-10-56 *et seq.* and L.225-177 *et seq.* of the French Commercial Code or any similar plan; or
- Awarding or selling shares to employees in respect of their Company profit-sharing or the implementation of any Company or Group Savings Plan (or similar plan) under the conditions provided for by law, in particular under Articles L.3332-1 *et seq.* of the French Labour Code; or
- In general, honouring obligations related to share option plans or other awards of shares to employees or company officers of the issuer or an associate; or
- Delivering shares upon the exercise of rights attached to securities granting access to the share capital by way of redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- Cancelling all or some of the shares thus bought back by way of a capital reduction, pursuant to authorisation by the Shareholders' Meeting; or
- Retaining the shares purchased and using them at a later date for exchange or as payment in the context of potential external growth, merger, spin-off or contribution transactions.

This programme is also intended to enable the implementation of any market practice that may be permitted by the AMF, and more generally, the performance of any other transaction in accordance with the regulations in force. In such cases, the Company would notify its shareholders *via* a press release.

Purchases of Company shares may involve any number of shares as long as, on the date of each buyback, the total number of shares purchased by the Company does not exceed 10% of the shares making up the Company's share capital on that date (taking into account any transactions affecting it after the date of this Shareholders' Meeting), it being specified that (i) the number of shares acquired with a view to retaining them and subsequently issuing them in the context of a merger, spin-off or contribution transaction may not exceed 5% of its share capital; and (ii) when the shares are bought back to promote liquidity under the conditions defined by the General Regulation of the AMF, in accordance with Article L.22-10-62, para. 2 of the French Commercial Code, the number of shares taken into account for the calculation of the 10% limit mentioned above corresponds to the number of shares bought, less the number of shares resold during the period of the authorisation. In accordance with the law, the number of shares held on a given date may not exceed 10% of the Company's share capital on that same date.

The acquisition, sale or transfer of shares may be carried out at any time within the limits authorised by the legal and regulatory provisions in force except during a takeover bid and by any means, in particular on regulated markets, multilateral trading systems, with systematic or over-the-counter internalisers, including bulk acquisitions or sales, by takeover bid or exchange offer, or by the use of options or other financial futures traded on regulated markets, multilateral trading facilities, with systematic or over-the-counter internalisers or by delivery of shares following the issue of securities giving access to the Company's share capital by conversion, exchange, redemption or exercise of a share warrant, either directly or indirectly through an investment services provider, or in any other way (without restriction on the portion of the programme that can be carried out by any of these means).

The maximum share purchase price under this resolution will be equal (excluding acquisition costs) to two hundred percent (200%) of the average closing price of the 20 trading sessions preceding the date of the Board of Directors' Meeting deciding the implementation of a share buyback programme (or the equivalent value of this amount on the same date in any other currency or monetary unit established by reference to several currencies), this maximum price being applicable only to acquisitions decided from the date of this Shareholders' Meeting and not to forward transactions concluded under an authorisation granted by a previous Shareholders' Meeting and providing for acquisitions of shares subsequent to the date of this Shareholders' Meeting.

The total amount allocated to the share buyback programme authorised above may not exceed one hundred and fifty million euros (€150,000,000) or the equivalent value of this amount on the same date in any other currency or monetary unit established by reference to several currencies.

The Shareholders' Meeting grants full powers to the Board of Directors, with the option of subdelegation under the conditions provided for by law, to decide and implement this authorisation, to specify, if necessary, the terms and conditions for carrying out the buyback programme, and in particular for placing any stock market order, entering into any agreement, allocating or reallocating the shares acquired to the objectives pursued in accordance with the applicable legal and regulatory conditions, and setting the terms and

conditions according to which will be ensured, where applicable, the preservation of the rights of the holders of securities giving access to the share capital or other rights giving access to the share capital in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, to make all declarations to the AMF and any other competent authority and any other formalities and, in general, to do whatever is useful or necessary for the implementation of this resolution.

This authorisation is granted for a period of 18 months from today.

It cancels, as of this day, any unused portion of any previous delegation granted to the Board of Directors to trade in the Company's shares.

Within the remit of the Extraordinary Shareholders' Meeting

Resolution 18: Renewal of the authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares

You are asked to renew the authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares, up to a limit of 10% of the share capital per 24-month period, for a period of 18 months.

Resolution 18

(Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares under the provisions of Article L.22-10-62 et seq. of the French Commercial Code)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, authorises the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times that it will decide, by cancelling any quantity of treasury shares that it will determine within the limits authorised by the law, in accordance with the provisions of Articles L.22-10-62 et seq. of the French Commercial Code.

On the date of each cancellation, the maximum number of shares cancelled by the Company per 24-month period preceding said cancellation, including the shares subject to said cancellation, may not exceed 10% of the Company's share capital on that date, *i.e.*, as an indication, based on the number of shares at 1 April 2026, a maximum of 5,612,972 shares; it being specified that this limit applies to an amount of the Company's share capital which will, if necessary, be adjusted to take into account transactions affecting the share capital subsequent to this Shareholders' Meeting.

The Shareholders' Meeting grants full powers to the Board of Directors, with the option of subdelegation under the conditions provided for by law, to carry out the cancellation or capital reduction transaction(s) that may be carried out under this authorisation, to charge against the available premiums and reserves of its choice the difference between the buyback value of the cancelled shares and the nominal value, to allocate the fraction of the legal reserve that has become available as a result of the capital reduction, to carry out any formalities, and in general, to do whatever is useful or necessary for the implementation of this resolution.

This authorisation is granted for a period of eighteen (18) months from this date and supersedes, if applicable, any unused portion of any previous authorisation having the same purpose, *i.e.* any authorisation to reduce the share capital by cancelling treasury shares.

Resolution 19: Renewal of the authorisation to grant new or existing free shares

You are asked to renew the authorisation granted to the Board of Directors to award new or existing ordinary free shares in the Company, on one or more occasions, to a group of beneficiaries, the identity of whom would be decided by the Board from among the eligible categories.

Since its creation in 2000, Nexity has requested each year that the shareholders authorise it to award up to 1% of its share capital to Group employees and/or executives. In Nexity's business lines, where human capital is key, attracting, motivating and retaining talented employees are fundamental competitive advantages. Developing employee shareholding, aligning the interests of management and employees with those of shareholders, and introducing long-term incentive schemes are key objectives for Nexity, and the policy for free share awards plays an important role in the Company's performance. These awards have been implemented either as "collective" plans (for all Group employees), or as loyalty plans for the Group's senior managers (on average, more than one hundred per plan).

In addition, in accordance with the Afep-Medef Code, it is specified that the executive company officers may not be awarded more than 14% of the total award of free shares submitted for approval at this Meeting.

Although the authorised amount has always been 1% of the share capital, the full authorised amount was not used in last three fiscal years, as shown in the table below

Ratio of awards to authorisations

- SM 2023: 100%
- SM 2024: 99.8%
- SM 2025: 53.4%

Furthermore, the vesting ratio for shares awarded relative to the total number of free shares initially awarded for all plans that have expired since 2005 stands at 73.7%, given that the continued employment and performance conditions were not met for certain awards.

Every year since June 2018, Nexity has bought back the number of shares necessary to avoid dilution due to free shares awarded to managers and employees. In this respect, vesting since 2019 has not resulted in any dilution. As of 1 April 2026, taking into account the shares already vested and allocated for this purpose, the maximum potential dilution resulting from free shares that have not yet vested stands at 1.3% of Nexity's share capital as of the date of this report, assuming that all free shares awarded vest.

Detailed information on the status of the free shares award plans, the number of shares awarded and their beneficiaries at 31 December 2025, together with the vesting conditions and criteria, is provided in Section 4.4.1.4 "Information on free shares awarded by the Company" of Chapter 4 of the 2025 Universal registration document published on 13 April 2026.

You are therefore asked to renew this authorisation to allow the Board of Directors to, on one or more occasions, award new or existing ordinary free shares in the Company to recipients, the number and list of whom would be decided by the Board, on identical bases to those of the preceding authorisations.

Duration of the authorisation: 14 months.

- Percentage: 1% of the Company's share capital on the date of the Board of Directors' decision, it being specified that, subject to the approval of Resolutions 14 and 15 submitted to this Meeting, the total number of new or existing shares to be awarded pursuant to this authorisation to the executive company officers may not represent more than 14% of the total budget.
- Recipients: (i) employees (or certain categories of employees) either of the Company or of any related companies within the meaning of Article L.225-197-2 of the French Commercial Code (hereinafter designated together with the Company as "Related Entities") and/or (ii) eligible company officers (or some of them) of the Related Entities.

In the event that this resolution is approved, these shares would be awarded in accordance with the following criteria:

- Vesting period: at least 3 years, in accordance with market practices;

- The free shares would be subject to:
 - continued employment within the Group until the end of the vesting period (except in the event of death or disability), a condition applying to all recipients,
 - strict performance conditions for (i) all executive company officers and members of the Executive Committee and Management Committee, (ii) the majority of other managers and members of Club 1797, and (iii) without conditions for collective awards to all Group employees, and
 - criteria in line with the Company's strategic challenges.

Details of the performance criteria applicable to previous plans are detailed in Section 4.4.1.4 "Information on free shares awarded by the Company" of Chapter 4 of the 2025 Universal registration document published on 13 April 2026.

Resolution 19

(Authorisation granted to the Board of Directors to award new or existing free shares to employees and/or certain company officers of the Company or related companies, resulting in the cancellation of shareholders' preemptive subscription rights)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with Articles L.225-197-1 *et seq.*, L.22-10-59 and L.22-10-60 of the French Commercial Code:

1. Authorises the Board of Directors to award, on one or more occasions, new or existing free shares (with the exclusion of preference shares), to beneficiaries or categories of beneficiaries that it will determine from among the employees of the Company or of companies or groups linked to it under the conditions provided for in Article L.225-197-2 of the French Commercial Code and/or the company officers of the Company or of companies or groups linked to it and which meet the conditions referred to in Article L.225-197-1, II of the said Code, in accordance with the conditions defined below;
2. Resolves that the new or existing free shares awarded under this authorisation may not represent more than 1% of the share capital on the date of the Board of Directors' decision; it being specified that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorisation is independent and separate from the limits referred to in Resolution 28 of this Shareholders' Meeting. To this limit will be added, where applicable, the number of shares to be issued in respect of adjustments to be made to protect, in accordance with legal and regulatory provisions, the rights of the beneficiaries;
3. Resolves that the total number of new or existing shares awarded to executive company officers pursuant to this authorisation may not represent more than 14% of the total budget above;
4. Resolves that:
 - The free shares awarded to their beneficiaries will vest at the end of a vesting period, the duration of which may not be less than three years;
 - If the Board of Directors so resolves, the vested shares may be subject, at the end of the aforementioned vesting period, to a holding obligation, the duration of which may be set by the Board of Directors;
 - It being specified that the vesting of the free shares and the ability to freely sell them will nevertheless take place before the expiry of the vesting period or, where applicable, of the holding obligation, in the event of the death of the beneficiary under the conditions set out in Article L.225-197-3 of the French Commercial Code, or in the event of disability of the beneficiary corresponding to classification in the second or third category provided for in Article L.341-4 of the French Social Security Code, or an equivalent case abroad;
5. Resolves that the vesting of free shares to company officers will be entirely dependent on the achievement of performance conditions set by the Board of Directors;

- 6.** Grants full powers to the Board of Directors to implement this authorisation, with the option of subdelegation under legal conditions. The Board of Directors has full powers, in particular to:
- Determine whether the free shares awarded are new and/or existing and, if applicable, modify its choice before the vesting of the shares;
 - Determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the share awards from among the employees and company officers of the Company or of the aforementioned companies or groups, and the number of shares awarded to each of them;
 - Set the conditions and, where applicable, the criteria for the award of shares, in particular the minimum vesting period and, where applicable, the holding period required for each beneficiary, under the conditions set out above, it being specified that, in the case of free shares awarded to company officers, the Board of Directors must either (a) decide that the free shares awarded may not be sold by the interested parties before the termination of their duties, or (b) set the quantity of free shares that the interested parties are required to hold in registered form until the end of their duties;
 - Provide for the option to temporarily suspend the allocation rights;
 - Record the final award dates and the dates from which the shares may be freely transferred, taking into account legal restrictions; and
 - Register the free shares in a registered account in the name of their holder, mentioning the unavailability and the duration thereof, and to lift the unavailability of the shares for any circumstance for which the applicable regulations would allow the lifting of the unavailability of the shares;
- 7.** Resolves that the Board of Directors will also have, with the option of subdelegation under the legal conditions, all powers to deduct, if necessary, in the event of the issue of new shares, from the reserves, profits or issue premiums, the sums necessary for the payment of said shares, to record the completion of the capital increases carried out pursuant to this authorisation, to make the corresponding amendments to the Articles of Association and, in general, to carry out all necessary acts and formalities;
- 8.** Resolves that the Company may, if necessary, make the necessary adjustments to the number of free shares granted in order to protect the rights of the beneficiaries, depending on any transactions affecting the Company's share capital or equity, in particular in the event of a change in the nominal value of the share, a capital increase through the incorporation of reserves, the award of free shares, the issue of new equity securities with preemptive subscription rights reserved for shareholders, or division or consolidation of securities, distribution of reserves, issue premiums or any other assets, amortisation of capital, modification of the distribution of profits through the creation of preference shares or any other transaction relating to equity or capital (including in the event of a takeover bid and/or a change of control). It is specified that the shares awarded pursuant to these adjustments will be deemed to be awarded on the same day as the shares initially awarded;
- 9.** Notes that in the event of an award of new free shares, this authorisation will entail, as and when said shares have vested, a capital increase by incorporation of reserves, profits or issue premiums for the benefit of the beneficiaries of said shares and the corresponding waiver by the shareholders in favour of the beneficiaries of said shares of their preemptive subscription rights to said shares;
- 10.** Acknowledges that, should the Board of Directors decide to make use of this authorisation, it will inform the shareholders each year at the Ordinary Shareholders' Meeting of any transactions carried out pursuant to the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, under the conditions set out in Article L.225-197-4 of said Code;
- 11.** Sets the period of validity of the authorisation covered by this resolution at 14 months from the date of this Shareholders' Meeting; and
- 12.** Acknowledges that this authorisation supersedes, from this date, any unused portion of any previous authorisation having the same purpose, that is to say, any authorisation of which the purpose is to allocate free existing shares or shares to be issued to employees and company officers of the Group or to some of them.

Resolutions 20 to 22: Renewal of authorisations to issue shares or securities granting access to the Company's share capital

You are asked to renew, each for a period of 26 months from the date of this Shareholders' Meeting, the following authorisations granted to the Board of Directors to, on one or more occasions, issue Company shares or securities granting access to the share capital or conferring entitlement to the allocation of debt securities:

(i) with preemptive subscription rights (Resolution 20):

Maximum limit of capital increases that may be carried out immediately or in the future by the Company pursuant to the delegation provided for in Resolution 19: 25% of the share capital at the date of this Shareholders' Meeting.

In accordance with Resolution 28, the maximum limit of 25% would apply to all issues likely to be carried out under Resolutions 20 to 26 and that would be deducted from it.

Maximum limit of issues of securities granting access to the Company's share capital or conferring entitlement to the allocation of debt securities: €600,000,000.

The maximum limit of €600,000,000 would apply to issues likely to be carried out under Resolutions 20 to 23 and that would be deducted from it.

(ii) without preemptive subscription rights and by way of a public offering other than an offering mentioned in 1° of Article L.411-2 of the French Monetary and Financial Code (Resolution 21)

Maximum limit of capital increases that may be carried out immediately or in the future by the Company pursuant to the delegation provided for in Resolution 21:

(i) 20% of the amount of the share capital at the date of this Shareholders' Meeting in the event that a priority right would be granted to shareholders, or

(ii) 10% of the amount of the share capital at the date of this Shareholders' Meeting if there is no such priority right, this amount being deducted from the amount in (i) above.

The nominal amount of any capital increases that might be carried out under the terms of this resolution would be deducted from the limit of 25% of the share capital at the date of this Shareholders' Meeting set out in Resolution 28.

Maximum limit of issues of debt securities granting access to the share capital or to other debt securities that may be carried out under the terms of this delegation:

(i) six hundred million euros (€600,000,000) where a priority right would be granted to shareholders, or

(ii) three hundred million euros (€300,000,000) where there is no priority right, this amount being deducted from the amount in (i) above.

These amounts would also be deducted from the maximum limit of six hundred million euros (€600,000,000) set out in Resolution 28.

(iii) without preemptive subscription rights and by way of an offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code (Resolution 22)

As in the resolution above, this authorisation could be used by Nexity, for example, to issue or refinance convertible bonds.

Maximum limit of capital increases that may be carried out immediately or in the future by the Company pursuant to the delegation provided for in Resolution 21: 10% of the share capital at the date of this Shareholders' Meeting. This amount would be deducted from the limit set in Resolution 28 submitted to a vote at this Shareholders' Meeting.

Maximum limit of issues of debt securities granting access to the share capital or other debt securities: €300,000,000. This amount would also be deducted from the limit set in Resolution 28 submitted to a vote at this Shareholders' Meeting.

Subscribers: (i) a limited group of investors acting on their own behalf, (ii) qualified investors, in all cases within the meaning of 1° of Article L.411-2 of the French Monetary and Financial Code.

Since the entry into force of Law No. 2024-537 of 13 June 2024 (known as the "Attractiveness Law"), the Board of Directors has the option to freely determine the issue price of the shares and securities granting access to the share capital during capital increases without preemptive subscription rights carried out by way of a public offering. Nevertheless, it is proposed to the Shareholders' Meeting, pursuant to Article L.225-136 of the French Commercial Code, to maintain a floor price corresponding as a minimum to the closing price of the Company's share at most recent trading session on the Euronext Paris regulated market prior to the setting of the issue price, with a maximum discount of 10%. Although this discount is no longer legally mandatory since the entry into force of the Attractiveness Law, it remains aligned with market practices and would be applicable to any transaction carried out pursuant to Resolutions 21 and 22.

Note: As with previous Shareholders' Meetings, it appeared relevant to present the impact of share issues as a percentage rather than an amount in euros, in order to allow for a direct reading of the potential dilution. However, for issues of securities granting access to the share capital or conferring entitlement to the allocation of debt securities, the draft resolutions state a cap expressed in euros. This principle applies to all the delegations submitted to this Shareholders' Meeting.

Resolution 20

(Delegation of authority to the Board of Directors to issue Company shares or securities granting access to the Company's share capital or entitlement to the allocation of debt securities, with preemptive subscription rights)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and having noted that the entirety of the share capital has been fully paid up by investors, in accordance with and under the conditions set out in the provisions of Articles L.225-129 *et seq.* (in particular L.225-129-2), L.22-10-49 and L.228-91 to L.228-97 of the French Commercial Code:

1. Delegates to the Board of Directors, with the option to subdelegate to any person permitted by applicable laws and regulations, the authority to decide on the issue, in the proportions and at the times it sees fit, in France or abroad (including on the international market), either in euros or in any other currency, with preemptive subscription rights for shareholders, (i) of ordinary shares of the Company, as well as (ii) any securities granting access by any means, immediately or in the future, to existing or future Company shares or giving entitlement to the allocation of debt securities, it being understood that these shares or other securities may be subscribed for either in cash or by offsetting against definite, liquid and payable claims.
2. Decides that the maximum nominal amount of immediate or future increases in the Company's capital that can be performed under this delegation must not exceed twenty-five percent (25%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency). This amount will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of this delegation. This limit will, if applicable, be increased to reflect the additional nominal value of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or holders of other rights giving access to the Company's share capital or to debt securities of the Company.
3. Decides that the securities giving immediate or future access, by any means, to new or existing shares in the Company or to a combination of both types of shares or conferring entitlement to the allocation of any debt securities that may be issued under this delegation of authority, may comprise debt securities or be associated with the issue of such securities, or else permit their issue as intermediary instruments. In particular, they may take the form of fixed-term or perpetual securities, may or may not be subordinated, and may be denominated in euros, in foreign currencies or in any other monetary units established by reference to several currencies, it being understood that these debt securities may bear interest at a fixed and/or variable rate, or with capitalisation, and may be redeemed, with or without a premium, or amortised.

4. Resolves that the maximum nominal amount of issues of debt securities granting access to the Company's share capital or other debt securities, that may be carried out under this delegation, may not exceed six hundred million euros (€600,000,000), or the equivalent value of this amount on the date of the issue decision in any other currency. If necessary, this amount will be increased by any redemption premium at above par. It will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of the delegation. It is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code.
5. Decides that issues of subscription warrants for the Company's shares may be carried out by means of subscription offers, but also *via* free awards to the owners of existing shares, and that, in the event of a free award of standalone subscription warrants, the Board of Directors will have the option to decide that fractional award rights will not arise and that the corresponding securities will be sold.
6. Decides that the shareholders may exercise, under the conditions laid down by the Board of Directors and within the limits set by applicable laws and regulations, their preemptive subscription rights, in proportion to their existing holdings, for the shares and/or other securities whose issue will be decided by the Board of Directors under this delegation. In addition, the Board of Directors will have the option to grant to shareholders the right to subscribe for any shares not taken up by other existing shareholders, to be exercised in proportion to their holdings, which may be reduced if the demand is too great to accommodate all requests. If the first type of subscription and the second type, if offered, do not together absorb the entirety of the issue of shares or other securities as defined above, the Board of Directors may make use, at its discretion and in whatever order it sees fit, of one or more of the powers conferred by Article L.225-134 of the French Commercial Code, namely:
 - Limit the amount of the capital increase to the amount of subscriptions received, provided that this corresponds to at least three-quarters of the issue originally decided,
 - Freely distribute all or a portion of the unsubscribed shares among the persons of its choosing,
 - Offer all or part of the unsubscribed shares to the public,
- Resolves that the amount received by or due to the Company for each of the shares issued under this delegation of authority will be at least equal to the nominal value of these securities at the issue date of said securities,
- Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preemptive subscription rights for the shares in the Company to which the securities that would be issued on the basis of this delegation may give entitlement,
- Grants the Board of Directors all powers to implement this resolution, including the option to subdelegate these powers to any person permitted by applicable laws and regulations, and in particular to:
 - Determine the dates and procedures of the issues as well as the form and characteristics of the securities and shares to be issued or of those associated with them,
 - Determine the number of shares and/or other securities to be issued, as well as their terms and conditions, and in particular their issue price and, if applicable, the amount of the premium,
 - Determine the mode of payment for the shares and/or other securities issued,
 - Determine the date from which the securities to be issued will have rights to interest or dividends, which may be retroactive and, if applicable, the conditions under which they may be redeemed,
 - Suspend, where applicable, the exercise of rights attached to these securities for a period not to exceed three months, within the limits established by applicable laws and regulations,
 - Set, where applicable and depending on market conditions, the conditions for the amortisation and/or early redemption of the securities to be issued as well as the debt securities to which those securities would confer entitlement, potentially including a fixed or variable premium,
 - Decide, if appropriate, to associate a guarantee or collateral with the securities to be issued, as well as with the debt securities to which those securities would confer entitlement, and to determine the type and characteristics thereof,
7. Determine the procedures by which, if applicable, the rights of holders of securities or other rights granting access to the share capital will be protected, in accordance with applicable laws and regulations and with any applicable contractual stipulations providing for other adjustments,

8. On its sole initiative, charge the costs incurred in connection with any issue against the premiums pertaining to the issue and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each issue, and
9. Generally speaking, make any appropriate arrangements, enter into any and all agreements (in particular to ensure the successful completion of the issue), call for any authorisations, carry out any formalities and take the necessary steps to successfully complete the planned issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out under this delegation, amend the Company's Articles of Association accordingly, request the admission for trading on the Euronext Paris regulated market of any securities issued under this delegation, and arrange for the management of the securities in question and the exercise of the rights attached to them.
10. Resolves that the delegation of authority granted to the Board of Directors by this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting, it being specified that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this delegation once a third party has filed a proposed takeover bid for the Company's shares until the end of the offer period. This authorisation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Shareholders' Meeting.

Resolution 21

(Delegation of authority to the Board of Directors to issue shares or securities granting access to the Company's share capital or giving entitlement to the allocation of debt securities, without preemptive subscription rights and by way of public offering, with the exception of an offering mentioned in 1° of Article L.411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and having noted that the entirety of the share capital has been fully paid up by investors, in accordance with and under the conditions set out in the provisions of Articles L.225-129 et seq. (in particular L.225-129-2, L.225-135 and L.225-136), L.22-10-49, L.22-10-51, L.22-10-52 and L.228-91 to L.228-97 of the French Commercial Code:

1. Delegates to the Board of Directors, with the option to subdelegate these powers to any person permitted by applicable laws and regulations, the authority to decide, in the proportions and at the times it sees fit, to issue shares in France or abroad (including on the international market), either in euros or in any other currency, without preemptive subscription rights for shareholders and by way of a public offering (other than an offering mentioned in 1° of Article L.411-2 of the French Monetary and Financial Code), (i) Company shares and (ii) any securities granting access by any means, immediately or in the future, to existing or new shares or giving entitlement to the allocation of debt securities, it being understood that these shares and other securities may be subscribed for either in cash or by offsetting against definite, liquid and payable claims.
2. Resolves that the maximum nominal amount of the immediate or future capital increases of the Company that may be carried out by virtue of this delegation may not exceed (i) twenty percent (20%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency) in the event that a priority right is granted to shareholders in accordance with the provisions of paragraph 5 below or (ii) ten percent (10%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency) in the absence of such a priority right, it being specified that the nominal amount of capital increases carried out without priority rights pursuant to (ii) will be deducted from the nominal amount of capital increases carried out with such rights pursuant to (i). This amount will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of this delegation. These limits will, if applicable, be increased to reflect the additional nominal value of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or holders of other rights giving access to the share capital or to other debt securities of the Company.

3. Decides that the securities giving immediate or future access, by any means, to new or existing shares in the Company or to a combination of both types of shares or conferring entitlement to the allocation of any debt securities that may be issued under this delegation of authority, may comprise debt securities or be associated with the issuance of such securities, or else permit their issuance as intermediary instruments. In particular, they may take the form of fixed-term or perpetual securities, may or may not be subordinated, and may be denominated in euros, in foreign currencies or in any other units of account defined with reference to a basket of currencies, it being understood that these debt securities may bear interest at a fixed and/or variable rate, or with capitalisation, and may be redeemed, with or without a premium, or amortised.
4. Resolves that the maximum nominal amount of the issues of debt securities granting access to the share capital or to other debt securities, that may be carried out under this delegation may not exceed (i) six hundred million euros (€600,000,000) in the event that a priority right is granted to shareholders in accordance with the provisions of paragraph 5 below or (ii) three hundred million euros (€300,000,000) in the absence of a priority right, or the respective equivalent value of these amounts on the date of the decision to issue in any other currency, it being specified that the nominal amount of issues carried out without priority rights pursuant to (ii) will be deducted from the nominal amount of issues carried out with such rights pursuant to (i). If necessary, this amount will be increased by any redemption premium at above par. It will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of the delegation. It is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code.
5. Decides to exclude the preemptive subscription right of existing shareholders to subscribe for the shares or other securities issued under this delegation. However, pursuant to Article L.22-10-51 of the French Commercial Code, the Board of Directors will have the option to grant the shareholders a priority subscription period, in relation to the entirety or a portion of a given issue, of a duration and under the terms and conditions it will determine in accordance with applicable laws and regulations, this priority not giving rise to the creation of renounceable rights, that will allow shareholders to subscribe for shares in proportion to their existing holdings, possibly supplemented by the option for shareholders to subscribe for any shares not subscribed by other existing shareholders, although this second type of subscription may be reduced if the demand is too great to accommodate all requests, it being specified that any shares not subscribed in this manner will be offered to the public in France, or offered in other countries.
6. Resolves that:
 - The issue price of shares issued directly will be at least equal to the closing price of the Company's share on the Euronext Paris regulated market at the most recent trading session prior to the decision to set the issue price, less, where applicable, a maximum discount of 10% and after, where applicable, adjustment for any difference in the dividend dates, and
 - The issue price of securities giving immediate or future access, by any means, to the Company's share capital will be such that the amount received immediately by the Company, supplemented by any amount that might subsequently be received by the Company will, for each Company share issued as a result of the issuance of these securities, be at least equal to the amount it would have received pursuant to the minimum subscription price defined in the preceding subparagraph. Consequently, the conversion or redemption ratio or, more generally, the terms and conditions for the transformation into Company shares of each security giving immediate or future access, by any means, to the Company's share capital will be set so that the amount received by the Company, for each share, will be at least equal to that which it would receive pursuant to the minimum subscription price defined in the first subparagraph of this paragraph.
7. Decides that if subscriptions do not absorb the entirety of an issue of shares or other securities, the Board of Directors may make use of one or both of the following options, at its discretion and in whatever order it sees fit:
 - Limit the amount of the capital increase to the amount of subscriptions received, provided that this corresponds to at least three-quarters of the issue originally decided, and
 - Freely distribute all or a portion of the unsubscribed shares among the persons of its choosing.
8. Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preemptive subscription rights for the shares in the Company to which the securities that would be issued on the basis of this delegation may give entitlement.

- 9.** Grants the Board of Directors all powers to implement this resolution, including the option to subdelegate these powers to any person permitted by applicable laws and regulations, and in particular to:
- Determine the dates and procedures of the issues as well as the form and characteristics of the securities and shares to be issued or of those associated with them,
 - Determine the number of shares and/or other securities to be issued, as well as their terms and conditions, and in particular their issue price and, if applicable, the amount of the premium,
 - Determine the mode of payment for the shares and/or other securities issued,
 - Determine the date from which the securities to be issued will have rights to interest or dividends, which may be retroactive and, if applicable, the conditions under which they may be redeemed,
 - Suspend, where applicable, the exercise of rights attached to these securities for a period not to exceed three months, within the limits established by applicable laws and regulations,
 - Set, where applicable and depending on market conditions, the conditions for the amortisation and/or early redemption of the securities to be issued as well as the debt securities to which those securities would confer entitlement, potentially including a fixed or variable premium,
 - Decide, if appropriate, to associate a guarantee or collateral with the securities to be issued, as well as with the debt securities to which those securities would confer entitlement, and to determine the type and characteristics thereof,
 - Determine the procedures by which, if applicable, the rights of holders of securities or other rights granting access to the share capital will be protected, in accordance with applicable laws and regulations and with any applicable contractual stipulations providing for other adjustments,
- On its sole initiative, charge the costs incurred in connection with any issue against the premiums pertaining to the issue and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each issue, and
 - Generally speaking, make any appropriate arrangements, enter into any and all agreements (in particular to ensure the successful completion of the issue), call for any authorisations, carry out any formalities and take the necessary steps to successfully complete the planned issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out under this delegation, amend the Company's Articles of Association accordingly, request the admission for trading on the Euronext Paris regulated market of any securities issued under this delegation, and arrange for the management of the securities in question and the exercise of the rights attached to them.
- 10.** Resolves that the delegation of authority granted to the Board of Directors by this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting, it being specified that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this delegation once a third party has filed a takeover bid for the Company's shares, until the end of the offer period. This authorisation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Shareholders' Meeting.

Resolution 22

(Delegation of authority to the Board of Directors to issue shares or securities granting access to the Company's share capital, without preemptive subscription rights and by way of an offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and having noted that the entirety of the share capital has been fully paid up by investors, in accordance with and under the conditions set out in the provisions of Articles L.225-129 et seq. (in particular L.225-129-2, L.225-135 and L.225-136), L.22-10-49, and L.228-91 to L.228-97 of the French Commercial Code) and those of 1° of Article L.411-2 of the French Monetary and Financial Code:

1. Delegates to the Board of Directors, with the option to subdelegate these powers to any person permitted by applicable laws and regulations, the authority to decide, in the proportions and at the times it sees fit, to issue shares in France or abroad (including on the international market), either in euros or in any other currency, without preemptive subscription rights for shareholders and by way of an offering referred to in 1° of Article L.411-2 of the French Monetary and Financial Code, the issue of (i) Company shares and (ii) any securities granting access by any means, immediately or in the future, to existing or new Company shares or giving entitlement to the allocation of debt securities, it being understood that these shares and other securities may be subscribed for either in cash or by offsetting against definite, liquid and payable claims. The issues that may be carried out under this delegation will be exclusively offered to a limited group of investors acting on their own behalf and/or to qualified investors, in each case within the meaning of 1° of Article L.411-2 of the French Monetary and Financial Code and furthermore may not relate to issues authorised under Resolution 26.
2. Decides that the maximum nominal amount of immediate or future increases in the Company's capital that can be performed under this delegation must not exceed ten percent (10%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency). This amount will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of this delegation. This limit will, if applicable, be increased to reflect the additional nominal value of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or holders of other rights giving access to the Company's share capital or to debt securities of the Company.
3. Decides that the securities giving immediate or future access, by any means, to new or existing shares in the Company or to a combination of both types of shares or conferring entitlement to the allocation of any debt securities that may be issued under this delegation of authority, may comprise debt securities or be associated with the issuance of such securities, or else permit their issuance as intermediary instruments. In particular, they may take the form of fixed-term or perpetual securities, may or may not be subordinated, and may be denominated in euros, in foreign currencies or in any other units of account defined with reference to a basket of currencies, it being understood that these debt securities may bear interest at a fixed and/or variable rate, or with capitalisation, and may be redeemed, with or without a premium, or amortised.
4. Resolves that the maximum nominal amount of issues of debt securities granting access to the share capital or to other debt securities, that may be carried out pursuant to this delegation, may not exceed three hundred million euros (€300,000,000), or the equivalent value of this amount on the date of the issue decision in any other currency. If necessary, this amount will be increased by any redemption premium at above par. It will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of the delegation. It is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code.
5. Decides to exclude the preemptive subscription right of existing shareholders to subscribe for the shares or other securities issued under this delegation of authority.

- 6.** Resolves that:
- The issue price of the shares will be at least equal to the closing price of the Company's share on the Euronext Paris regulated market at the most recent trading session prior to the decision to set the issue price, less, where applicable, a maximum discount of 10% and after, where applicable, adjustment for any difference in the dividend dates, and
 - The issue price of securities giving immediate or future access, by any means, to the Company's share capital will be such that the amount received immediately by the Company, supplemented by any amount that might subsequently be received by the Company will, for each Company share issued as a result of the issuance of these securities, be at least equal to the amount it would have received pursuant to the minimum subscription price defined in the preceding subparagraph. Consequently, the conversion or redemption ratio or, more generally, the terms and conditions for the transformation into Company shares of each security giving immediate or future access, by any means, to the Company's share capital will be set so that the amount received by the Company, for each share, will be at least equal to that which it would receive pursuant to the minimum subscription price defined in the first subparagraph of this paragraph.
- 7.** Decides that if subscriptions do not absorb the entirety of an issue of shares or other securities, the Board of Directors may make use of one or both of the following powers, at its discretion and in whatever order it sees fit:
- Limit the amount of the capital increase to the amount of subscriptions received, provided that this corresponds to at least three-quarters of the issue originally decided, and
 - Freely distribute all or a portion of the unsubscribed shares among the persons of its choosing.
- 8.** Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preemptive subscription rights for the shares in the Company to which the securities that would be issued on the basis of this delegation may give entitlement.
- 9.** Grants the Board of Directors all powers to implement this resolution, including the option to subdelegate these powers to any person permitted by applicable laws and regulations, and in particular to:
- determine the dates and procedures of the issues as well as the form and characteristics of the securities and shares to be issued or of those associated with them,
 - establish the list of beneficiaries of the private placements carried out under this delegation and the number of shares and/or other securities to be awarded to each of them, as well as the terms and conditions thereof, and in particular the issue price, and, if applicable, the amount of the premium,
 - determine the mode of payment for the shares and/or other securities issued,
 - determine the date from which the securities to be issued will have rights to interest or dividends, which may be retroactive and, if applicable, the conditions under which they may be redeemed,
 - suspend, where applicable, the exercise of rights attached to these securities for a period not to exceed three months, within the limits established by applicable laws and regulations,
 - set, where applicable and depending on market conditions, the conditions for the amortisation and/or early redemption of the securities to be issued as well as the debt securities to which those securities would confer entitlement, potentially including a fixed or variable premium,
 - decide, if appropriate, to associate a guarantee or collateral with the securities to be issued, as well as with the debt securities to which those securities would confer entitlement, and to determine the type and characteristics thereof,
 - determine the procedures by which, if applicable, the rights of holders of securities or other rights granting access to the share capital will be protected, in accordance with applicable laws and regulations and with any applicable contractual stipulations providing for other adjustments,
 - on its sole initiative, charge the costs incurred in connection with any issue against the premiums pertaining to the issue and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each issue, and
 - generally speaking, make any appropriate arrangements, enter into any and all agreements (in particular to ensure the successful completion of the issue), call for any authorisations, carry out any formalities and take the necessary steps to successfully complete the planned issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out under this delegation, amend the Company's Articles of Association accordingly, request the admission for trading on the Euronext Paris regulated market of any securities issued under this delegation, and arrange for the management of the securities in question and the exercise of the rights attached to them.

10. Resolves that the delegation of authority granted to the Board of Directors by this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting, it being specified that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this delegation once a third

party has filed a takeover bid for the Company's shares, until the end of the offer period. This authorisation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Shareholders' Meeting.

Resolution 23: Authorisation to increase the amount of the original issue in the context of capital increases carried out with or without preemptive subscription rights

You are asked to renew the authorisation granted to the Board of Directors to increase the number of shares to be issued at the time of any issue(s) with or without preemptive subscription rights, decided pursuant to the three resolutions above.

Duration of the authorisation: 26 months from the date of this Shareholders' Meeting.

Conditions: within 30 days of the end of the subscription period.

Amounts: 15% of the original issue and at the same price as that used for the original issue.

Maximum limits: to be deducted from the limit(s) that apply to the issue(s) in question.

Restriction: under Resolution 20, the delegation granted pursuant to Resolution 23 may only be used to meet requests to subscribe for excess shares received from shareholders and/or transferees of preemptive subscription rights.

Resolution 23

(Authorisation to be granted to the Board of Directors to increase the amount of the original issue in the context of capital increases carried out with or without preemptive subscription rights)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors prepared pursuant to Resolutions 20 to 22, in accordance with and under the conditions set out in Article L.225-135-1 of the French Commercial Code:

1. Authorises the Board of Directors, for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting, with the option to subdelegate these powers to any person permitted under applicable laws and regulations, to increase the number of shares to be issued at the time of any issue(s) with or without preemptive subscription rights, decided on pursuant to Resolutions 20 to 22 above, within thirty days of the end of the subscription period, up to a limit of 15% of the original issue and at the same price as the original issue.

2. Resolves that the nominal amounts of any potential increases in the Company's share capital under this delegation will be deducted from the maximum limits that apply to the issue in question.

3. Resolves that, in the context of Resolution 20, this delegation may only be used to meet requests to subscribe for excess shares received from shareholders and/or transferees of preemptive subscription rights.

4. Resolves that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this authorisation once a third party has filed a proposed takeover bid for the Company's shares, until the end of the offer period.

This delegation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Shareholders' Meeting.

Resolution 24: Authorisation to increase the share capital by incorporation of reserves, profits and/or premiums or other amounts that may be capitalised

You are asked to renew the authorisation granted to the Board of Directors to decide to increase the share capital, on one or more occasions, in the amounts and at the times deemed appropriate by it, by capitalising premiums, reserves, earnings or other items.

Duration of the authorisation: 26 months from the date of this Shareholders' Meeting.

Conditions: in the form of free share awards or increases in the nominal value of existing shares or by simultaneously using both of these processes.

Maximum limit: 25% of the share capital at the date of this Shareholders' Meeting. This amount would be deducted from the limit set in Resolution 28 submitted to a vote at this Shareholders' Meeting.

Resolution 24

(Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, earnings or premiums or other amounts that may be capitalised)

The Shareholders' Meeting, deliberating under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report, in accordance with the provisions of Articles L.225-129 to L.225-129-6, L.225-130 and L.22-10-50 of the French Commercial Code:

1. Delegates authority to the Board of Directors to decide to increase the share capital, on one or more occasions, in the proportions and at the times deemed appropriate by it, by capitalising premiums, reserves, earnings or other items that may be capitalised in accordance with the law and the Articles of Association, in the form of free share awards or increases in the nominal value of existing shares or by simultaneously using both of these processes.
2. Resolves that the maximum nominal amount of capital increases which can be carried out under this delegation cannot exceed twenty-five percent (25%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency). This amount will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of this delegation. This limit will, if applicable, be increased to reflect the additional nominal value of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or holders of other rights giving access to the Company's share capital or to debt securities of the Company.
3. Should the Board of Directors make use of this authorisation, it will have all powers, including the option of subdelegating those powers under the conditions set out by law, to implement this authorisation, in particular to:
 - establish the amount and nature of sums to be capitalised, establish the number of new shares to be issued and/or the amount by which the nominal value of the existing shares making up the share capital will be increased, set the date, even retroactively, with effect from which new shares will have dividend rights or on which the increase in nominal value will take effect;
 - decide, for free share awards:
 - that fractional rights will be neither tradable nor transferable, and that the corresponding shares are to be sold; any amounts arising from such sale will be allocated to the holders of those rights pursuant to the law and regulations; and
 - that the shares that are to be awarded in respect of existing shares with double voting rights will also carry such rights upon their issue;
 - make any adjustments intended to take into account the impact of transactions on the Company's share capital, in particular changes in the nominal value of the share, capital increases by incorporation of reserves, free share awards, stock splits or reverse splits, the distribution of reserves or any other assets, the amortisation of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities providing access to the share capital will be protected;

- deduct from one or more available reserves the sums required to bring the legal reserve up to one-tenth of the new share capital after each capital increase;
 - record the completion of each capital increase and amend the Articles of Association accordingly; and
 - in general terms, enter into any agreement, adopt any measures and carry out any formalities necessary to issue, list or manage securities issued under the terms of this delegation and to exercise the attached rights.
- 4.** Resolves that the delegation of authority granted to the Board of Directors by this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting, it being specified that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this delegation once a third party has filed a takeover bid for the Company's shares, until the end of the offer period. This authorisation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Shareholders' Meeting.

Resolutions 25 and 26: Renewal of authorisations to issue shares or securities granting access to the Company's share capital, with a view to remunerating contributions in kind, whether or not within the framework of Article L.22-10-54 of the French Commercial Code

You are asked to renew the authorisation granted to the Board of Directors to decide to issue shares in the Company or securities granting access by any means, immediately and/or in the future, to new or existing Company shares, as remuneration for contributions in kind:

- (i)** securities tendered to a takeover bid including an exchange component initiated by the Company, in France or abroad, on securities of another company admitted to trading on a regulated market (Resolution 25); or
- (ii)** equity securities or securities granting access to the share capital, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable (Resolution 26).

For each of the authorisations granted under Resolutions 25 and 26:

Duration of each authorisation: 26 months from the date of this Shareholders' Meeting.

Maximum limit: 10% of the share capital at the date of this Shareholders' Meeting. This amount would be deducted from the limits set in Resolution 28 submitted to a vote at this Shareholders' Meeting.

Conditions: waiver by shareholders of their preemptive subscription rights to subscribe for (i) the shares and other securities thus issued and (ii) the shares in the Company to which the securities that would be issued on the basis of this delegation may give entitlement.

Resolution 25

(Delegation of authority to the Board of Directors to issue shares and/or securities granting access to the Company's share capital, with a view to remunerating contributions of securities made as part of a public exchange offer initiated by the Company)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 to L.225-129-6, L.22-10-49, L.22-10-54 and L.228-92 of the French Commercial Code:

- 1.** Delegates to the Board of Directors, with the option to subdelegate to any person authorised by applicable laws and regulations, the authority to decide to issue Company shares or securities granting access by any means, immediately or in the future, to new or existing Company shares, in exchange for securities tendered to a takeover bid including an exchange component initiated by the Company in France or (depending on local qualifications and rules) abroad, on securities of another company admitted to trading on one of the regulated markets referred to in Article L.22-10-54 of the French Commercial Code.

2. Decides that the maximum nominal amount of immediate or future increases in the Company's capital that can be performed under this delegation must not exceed ten percent (10%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency). This amount will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of this delegation. This limit will be adjusted to reflect the nominal amount of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or holders of other rights giving access to the Company's share capital.
 3. Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preemptive subscription rights for (i) the shares and other securities thus issued and (ii) the shares in the Company to which the securities that would be issued on the basis of this delegation may give entitlement.
 4. Grants the Board of Directors all powers to implement this resolution, including the option to subdelegate these powers to any person permitted by applicable laws and regulations, and in particular to:
 - establish the terms, conditions and features of the transaction, within the limits laid down in applicable laws and regulations and in this resolution,
 - establish the exchange ratio and, where applicable, the amount of any cash balance to be paid,
 - record the number of securities tendered to the exchange offer,
 - determine the dates and terms of issue, including in particular the price and the date from which they will have rights to interest or dividends (which may be retroactive), of new shares and, where applicable, of securities giving immediate or future access to a percentage of the Company's share capital,
 - suspend, where applicable, the exercise of rights attached to these securities for a period not to exceed three months, within the limits established by applicable laws and regulations,
 - record, under liabilities in a "contribution premiums" account, over which all shareholders will have rights, the difference between the issue price of the new shares and their nominal value,
 - on its sole initiative, deduct the costs incurred in connection with any issue from the "contribution premiums" account and deduct from said account the sums required to bring the legal reserve up to one-tenth of the new share capital after each capital increase, and
 - generally speaking, make any appropriate arrangements, enter into any and all agreements (in particular to ensure the successful completion of the issue), call for any authorisations, carry out any formalities and take the necessary steps to successfully complete the planned issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out under this delegation, amend the Company's Articles of Association accordingly, request the admission for trading on the Euronext Paris regulated market of any securities issued under this delegation, and arrange for the management of the securities in question and the exercise of the rights attached to them.
5. Resolves that the delegation of authority granted to the Board of Directors by this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting, it being specified that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this delegation once a third party has filed a takeover bid for the Company's shares, until the end of the offer period. This authorisation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Combined Shareholders' Meeting.

Resolution 26

(Delegation of all powers necessary, including authority, granted to the Board of Directors to issue shares and/or securities granting access to the capital, up to 10% of the Company's share capital, to remunerate contributions in kind granted to the Company and consisting of equity securities or securities granting access to the share capital)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and in accordance with the provisions of Articles L.22-10-49, L.22-10-53 and L.228-92 of the French Commercial Code:

1. Delegates to the Board of Directors, with the option to subdelegate to any person authorised by applicable laws and regulations, all necessary powers, including authority, to decide, based on the Statutory Auditors' report mentioned in paragraphs 1 and 2 of Article L.225-147 of the French Commercial Code, to issue Company shares or securities granting immediate and/or future access, by any means, to new or existing Company shares, as consideration for contributions in kind granted to the Company and consisting of equity securities or securities granting access to the share capital, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable.
2. Resolves that the maximum nominal amount of the immediate or future capital increases of the Company that may be carried out under this delegation is set at 10% of the Company's share capital (as it stands at the date of use by the Board of Directors of this delegation). This amount will be deducted from the total amount set out in Resolution 28 of this Shareholders' Meeting or, if applicable, from the amount of any maximum limits provided for by a resolution of the same kind that could replace this resolution during the period of validity of this delegation. This limit will be adjusted to reflect the nominal amount of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or holders of other rights giving access to the Company's share capital.
3. Acknowledges, as necessary, that this delegation entails the waiver by shareholders of their preemptive subscription rights for (i) the shares and other securities thus issued and (ii) the shares in the Company to which the securities that would be issued on the basis of this delegation may give entitlement.
4. Grants the Board of Directors all powers to implement this resolution, including the option to subdelegate these powers to any person permitted by applicable laws and regulations, and in particular to:
 - approve the report of the Statutory Auditor(s),
 - establish the terms, conditions and features of the transaction, within the limits laid down in applicable laws and regulations and in this resolution,
 - establish the exchange ratio and, where applicable, the amount of any cash equalisation payment,
 - record the number of securities tendered to the exchange offer,
 - determine the dates and conditions of issue, in particular the price and the dividend date (even retroactive), of the new shares and, where applicable, the securities granting access, immediately or in the future, to a portion of the Company's share capital, and in particular to assess the contributions and the granting, if applicable, of special benefits and reduce the valuation of the contributions or the remuneration of special benefits, if the contributors so agree,
 - recognise, under liabilities in a "contribution premiums" account, over which all shareholders will have rights, the difference between the issue price of the new shares and their par value,
 - on its sole initiative, deduct the costs incurred in connection with any issue from the "contribution premiums" account and deduct from said account the sums required to bring the legal reserve up to one-tenth of the new share capital after each capital increase, and
 - generally speaking, make any appropriate arrangements, enter into any and all agreements (in particular to ensure the successful completion of the issue), call for any authorisations, carry out any formalities and take the necessary steps to successfully complete the planned issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out under this delegation, amend the Company's Articles of Association accordingly, request the admission for trading on the Euronext Paris regulated market of any securities issued under this delegation, and arrange for the management of the securities in question and the exercise of the rights attached to them.

5. Resolves that the delegation of all necessary powers and authority granted to the Board of Directors by this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting, it being specified that the Board of Directors may not, without prior authorisation from the Shareholders' Meeting, use this delegation once a third party has filed a

proposed takeover bid for the Company's shares, until the end of the offer period. This authorisation supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose granted to the Board of Directors by the Company's Shareholders' Meeting.

Resolution 27: Renewal of the authorisation to increase the share capital reserved for employees and former employees of company members of the Group Savings Plan (as defined by the Group Savings Plan agreement in force)

You are asked to renew the authorisation granted to the Board of Directors to decide, in the proportions and at the times it sees fit, to issue in France or abroad, Company shares, or securities granting access by any means, immediately or in the future, to new Company shares reserved for employees and former employees of company members of the Group Savings Plan (as defined by the PEG agreement in force), or any other qualifying plan pursuant to the legal and regulatory provisions applicable to the Company or companies included in the same scope of reporting or combination thereof, in accordance with Article L.233-16 of the French Commercial Code.

Duration of the authorisation: 26 months from the date of this Shareholders' Meeting.

Maximum limit: 1% of the diluted share capital at the date of this Shareholders' Meeting, this maximum limit being independent and separate from the limits set out in Resolution 28 of this Shareholders' Meeting.

Exclusion of preemptive subscription rights for shareholders.

Subscription price set in accordance with the conditions set out in Article L.3332-19 of the French Labour Code.

Resolution 27

(Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares and/or securities granting access to the share capital without preemptive subscription rights for employees and former employees of company members of the Group Savings Plan (as defined by the Group Savings Plan agreement in force), pursuant to Articles L.3332-18 et seq. of the French Labour Code)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, in accordance with and under the conditions laid down by the provisions of Articles L.225-129, L.225-129-2, L.225-129-6, L.225-138, L.22-10-49 and L.228-92 et seq. of the French Commercial Code and Articles L.3332-18 et seq. of the French Labour Code:

1. Delegates the authority to the Board of Directors, including the option to subdelegate this authority under the terms laid down in applicable laws and regulations, to decide on the issuance, in the proportions and at the times it sees fit, in France or abroad, of shares in the Company or of securities giving immediate or future access, by any means, to shares in the Company to be issued, reserved for current and former employees that are members of an employee savings scheme or any other qualifying scheme pursuant to the legal and regulatory provisions applicable to the Company or companies included in the same scope of reporting or combination thereof, in accordance with Article L.233-16 of the French Commercial Code.

2. Resolves, after verifying that the proposed capital increases would not result in an employee shareholding exceeding ten percent (10%) of the share capital on the date of this Shareholders' Meeting, that the maximum nominal amount of the immediate or future capital increases of the Company likely to be carried out under this delegation may not exceed one percent (1%) of the diluted share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency), this maximum limit being independent and separate from the limits set in Resolution 28 of this Shareholders' Meeting, and taking into account the nominal value of the shares to be issued, where applicable, to protect, in accordance with the applicable legal and regulatory provisions and any applicable contractual provisions providing for other adjustments, the rights of holders of securities or of other rights granting access to the Company's share capital.

3. Resolves that this authorisation entails the waiver of shareholders' preemptive rights to subscribe for any shares and/or securities granting access to the share capital that may be issued under this resolution, as well as any shares to which securities issued on the basis of this delegation may grant entitlement.
4. Resolves that:
 - the subscription price of shares issued under the terms of this delegation will be set by the Board of Directors and determined in accordance with the provisions of Article L.3332-19 of the French Labour Code;
 - the subscription price of securities granting immediate or future access, by any means, to the Company's share capital, issued under this delegation, will be determined by the Board of Directors such that the amount received immediately by the Company, plus, where applicable, any amount that might subsequently be received by the Company, *i.e.* for each Company share issued as a result of the issue of these securities, is at least equal to that which it would have received pursuant to the subscription price set in the previous paragraph. Consequently, the conversion or redemption ratio or, more generally, the terms and conditions for the transformation into Company shares of the securities granting immediate or future access, by any means, to the Company's share capital will be set such that the amount received by the Company, for each share, will be at least equal to that which it would have received pursuant to the subscription price set in the first subparagraph of this paragraph.
5. Resolves, pursuant to Article L.3332-21 of the French Labour Code, that the Board of Directors may plan to grant awards of shares or other securities granting access to the Company's share capital free of charge, as an employer contribution or, where applicable, a discount, provided that the consideration of their monetary value, measured at the subscription price, does not exceed the limits provided for in Articles L.3332-11 and L.3332-19 of the French Labour Code.
6. Resolves that the terms of other securities granting access to the Company's share capital will be determined by the Board of Directors under the conditions set out in applicable laws and regulations.
7. Confers full powers on the Board of Directors to implement this delegation of authority, including the option to subdelegate these powers to any person permitted by applicable laws and regulations, and in particular to:
 - decide that issues may be made either directly to their beneficiaries or *via* undertakings for collective investment in transferable securities,
 - establish, where applicable, a narrower scope of companies eligible for the offering than those eligible for the schemes in question,
 - establish the terms of participation in such issues (notably in terms of length of service),
 - set the terms and conditions of these issues, and in particular the opening and closing dates of subscriptions, the dividend entitlement dates (even retroactive), the terms of payment and the subscription price of equity securities or securities granting access to the Company's share capital,
 - determine, where applicable, the amount of the sums to be capitalised within the limit set above, the equity item(s) from which they will be deducted, as well as the conditions for the awarding of the shares or other securities concerned,
 - on its sole initiative, charge the costs incurred in connection with any issue against the premiums pertaining to the issue and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each issue, and
 - generally speaking, make any appropriate arrangements, enter into any and all agreements (in particular to ensure the successful completion of the issue), call for any authorisations, carry out any formalities and take the necessary steps to successfully complete the planned issues or to postpone them, and in particular to record the capital increase(s) resulting from any issue carried out under this delegation, amend the Company's Articles of Association accordingly, request the admission for trading on the Euronext Paris regulated market of any securities issued under this delegation, and arrange for the management of the securities in question and the exercise of the rights attached to them.
8. Resolves that the delegation of authority to the Board of Directors under this resolution is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting and that it supersedes, from this same date, where applicable in relation to the unused portion, any previous authorisations having the same purpose given to the Board of Directors by the Company's Shareholders' Meeting.

Resolution 28: Overall limit on authorisations to issue with or without preemptive subscription rights

You are asked to set an overall limit for the authorisations granted to the Board of Directors in respect of the above resolutions to issue with or without preemptive subscription rights, of:

- 1.** Twenty-five percent (25%) of the amount of the share capital on the date of this Shareholders' Meeting for the total nominal amount of the share issues that may be carried out pursuant to the delegations granted to the Board of Directors under Resolutions 20 to 26 submitted to this Shareholders' Meeting, it being specified that within the limit of this amount:
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 21 submitted to this Shareholders' Meeting, is set at (i) twenty percent (20%) of the amount of the share capital on the date of this Shareholders' Meeting in the event that a priority right is granted to shareholders in accordance with the provisions of paragraph 5 of the Resolution 20, or (ii) ten percent (10%) of the amount of the share capital on date of this Shareholders' Meeting in the absence of such a priority right, it being specified that the nominal amount of capital increases carried out without priority rights under (ii) will also be deducted from the sub-limit for capital increases carried out without preemptive subscription rights set below;
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 22 submitted to this Shareholders' Meeting, is set at ten percent (10%) of the amount of the Company's share capital on the date of this Shareholders' Meeting (or the equivalent value thereof on the same date in any other currency); and
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegations granted to the Board of Directors under Resolutions 24 and 25 submitted to this Shareholders' Meeting, is set at ten percent (10%) of the amount of the Company's share capital on the date of this Shareholders' Meeting, it being specified that the amount of capital increases carried out pursuant to these resolutions will also be deducted from the sub-limit for capital increases carried out without preemptive subscription rights set below.

These limits may be increased to reflect the additional nominal value of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or of other rights granting access to the Company's share capital or to debt securities of the Company.

- 2.** Six hundred million euros (€600,000,000), or the equivalent value of this amount, for the total nominal amount of issues of debt securities granting access to the Company's share capital or other debt securities that may be carried out pursuant to the delegations granted to the Board of Directors under Resolutions 20 to 23 submitted to this Shareholders' Meeting, it being specified that within the limit of this amount:
 - the maximum nominal amount of issues of debt securities granting access to the Company's share capital or other debt securities that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 21 submitted to this Shareholders' Meeting, is set at (i) six hundred million euros (€600,000,000) in the event that a priority right would be granted to shareholders in accordance with the provisions of paragraph 5 of Resolution 21, or (ii) three hundred million euros (€300,000,000) where there is no priority right, or the respective equivalent value of these amounts on the date of the decision to issue; and
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 22 submitted to this Shareholders' Meeting, is set at three hundred million euros (€300,000,000).

If necessary, these amounts will be increased by any redemption premium at above par.

Resolution 28***(Overall limit on authorisations to issue with or without preemptive subscription rights)***

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, resolves to set the following limits on the amounts of the authorised issues in the event of use by the Board of Directors of these delegations of authority:

- Twenty-five percent (25%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency) for the total nominal amount of share issues that may be carried out pursuant to the delegations granted to the Board of Directors by Resolutions 20 to 26 submitted to this Shareholders' Meeting, it being specified that this overall limit of twenty-five percent (25%) is reduced to twenty percent (20%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency) for the total nominal amount of share issues that may be carried out without preemptive subscription rights, pursuant to the delegations granted to the Board of Directors by Resolutions 21, 22, 23, 25 and 26 resolutions submitted to this Shareholders' Meeting and it being specified that within the limit of this amount:
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 21 submitted to this Shareholders' Meeting, is set at (i) twenty percent (20%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency) in the event that a priority right is granted to shareholders in accordance with the provisions of paragraph 5 of Resolution 21, or (ii) ten percent (10%) of the amount of the share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency) if there is no such priority right, it being specified that the nominal amount of capital increases carried out without priority rights under paragraph (ii), limited to 10%, will also be deducted from the sub-limits for capital increases carried out without preemptive subscription rights set out in Resolutions 22, 25 and 26; and
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegations granted to the Board of Directors under Resolutions 25 and 26 submitted to this Shareholders' Meeting, is set at ten percent (10%) of the amount of the Company's share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency), it being specified that the nominal amount of capital increases carried out without preemptive subscription rights under Resolutions 25 and 26 will also be deducted from the sub-limits for capital increases without preemptive subscription rights provided for in Resolutions 21 and 22, in the event of a capital increase without priority rights granted to shareholders.
- the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 22 submitted to this Shareholders' Meeting, is set at ten percent (10%) of the amount of the Company's share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency), it being specified that the nominal amount of capital increases without preemptive subscription rights carried out pursuant to Resolution 22 will also be deducted from the sub-limits for capital increases carried out without preemptive subscription rights provided for in Resolution 21 in the event of a capital increase without priority rights granted to shareholders, and in Resolutions 24 and 25; and
- the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegations granted to the Board of Directors under Resolutions 25 and 26 submitted to this Shareholders' Meeting, is set at ten percent (10%) of the amount of the Company's share capital on the date of this Shareholders' Meeting (or the equivalent value of this amount on the same date in any other currency), it being specified that the nominal amount of capital increases carried out without preemptive subscription rights under Resolutions 25 and 26 will also be deducted from the sub-limits for capital increases without preemptive subscription rights provided for in Resolutions 21 and 22, in the event of a capital increase without priority rights granted to shareholders.

These limits may be increased to reflect the additional nominal value of shares to be issued in order to protect, in accordance with applicable laws and regulations and any applicable contractual stipulations providing for other adjustments, the rights of holders of securities or of other rights granting access to the Company's share capital or to debt securities of the Company.

- Six hundred million euros (€600,000,000), or the equivalent value of this amount on the date of the decision to issue in any other currency, for the total nominal amount of issues of debt securities granting access to the Company's share capital or other debt securities of the Company that may be issued pursuant to the delegations granted to the Board of Directors under Resolutions 20 to 23 submitted to this Shareholders' Meeting, it being specified that within the limit of this amount:
 - the maximum nominal amount of issues of debt securities granting access to the Company's share capital or other debt securities that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 21 submitted to this Shareholders' Meeting is set at (i) six hundred million euros (€600,000,000) (or the equivalent value of this amount on the date of the decision to issue in any other currency) in the event that a priority right would be granted to shareholders in accordance with the provisions of paragraph 5 of Resolution 21, or (ii) three hundred million euros (€300,000,000) (or the equivalent value of this amount on the date of the decision to issue in any other currency) where there is no priority right; and
 - the maximum nominal amount of issues, without preemptive subscription rights, that may be carried out pursuant to the delegation granted to the Board of Directors under Resolution 22 submitted to this Shareholders' Meeting, is set at three hundred million euros (€300,000,000) (or the equivalent value of this amount on the date of the decision to issue in any other currency).

If necessary, this amount will be increased by any redemption premium at above par.

Resolution 29: Amendment of Article 19 of the Company's Articles of Association to take into account the provisions of Decree No. 2026-94 of 13 February 2026 known as the "Attractiveness 2 Law"

Following the entry into force on 13 February 2026 of the "Attractiveness 2 Law" on the modernisation of certain commercial companies' methods of communication with their shareholders, you are asked to update Article 19 "Notice of Meetings – Access to Shareholders' Meetings – Powers" of the Company's Articles of Association.

Article 19 referred to the record date (date of registration in the shareholders' accounts in order to be able to participate in Shareholders' Meetings), which is applicable under prior law (D-2 business days compared to D-5 business days currently), at its meeting of 1 April 2026, the Board of Directors decided to submit to the shareholders the amendments to Article 19 of the Articles of Association, proposed by the Remuneration and Appointments Committee, following the publication of the aforementioned Decree No. 2026-94 of 13 February 2026.

Resolution 29

(Amendment of Article 19 "Notice of Meetings – Access to Shareholders' Meetings – Powers" of the Company's Articles of Association in order to take into account the provisions of Decree No. 2026-94 of 13 February 2026, known as the "Attractiveness 2 Law" on the modernisation of certain commercial companies' methods of communication with their shareholders)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report, in order to bring Article 19 "Notice of Meetings – Access to Shareholders' Meetings – Powers" of the Company's Articles of Association into line with the Attractiveness 2 Law, resolves to modify it as follows:

"Article 19: Notice of Meetings – Access to Shareholders' Meetings – Powers

Shareholders' Meetings are convened and deliberate within the conditions laid down by law. The Company may fulfil the required formalities prior to Shareholders' Meetings using electronic communication methods, pursuant to Article R.225-63 of the French Commercial Code.

Meetings are held either at the registered office or at another location specified in the Notice of Meeting.

Shareholders may attend Shareholders' Meetings and take part in deliberations in person or by proxy, under the conditions provided for by applicable laws and regulations.

Shareholders may be represented by another shareholder, their spouse, their civil partner or any other natural or legal person of their choice. Shareholders may also vote by post, or electronically if applicable and subject to prior consent by the Board of Directors, using a form sent to them at their request as specified in the preliminary notice and in the Notice of Meeting, in accordance with applicable laws and regulations. Shareholders may send in and revoke their proxy forms electronically. Pursuant to the Board of Directors' decision indicated in the preliminary notice and the Notice of Meeting, the electronic signature of this form may be either (i) a secure electronic signature as defined in the decree adopted pursuant to Article 1367 of the French Civil Code concerning electronic signatures, or (ii) provided using some other reliable identification process that meets the requirements of

the first sentence of the second paragraph of the aforementioned Article 1367 of the French Civil Code. A shareholder's attendance at a Shareholders' Meeting will invalidate any vote made by post, electronically or by proxy. In the event of a conflict between a proxy vote and a postal vote, the proxy vote will have priority, regardless of when the votes were cast. Postal and electronic votes will only be taken into account when duly communicated in accordance with the legal and regulatory conditions in force.

Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman or, failing this, by a director specifically appointed by the Board for this purpose. Failing this, the meeting itself will elect its Chairman.

The Office appoints the secretary, who may be chosen from outside the members of the meeting."

Within the remit of the Ordinary Shareholders' Meeting

Resolution 30: Powers to carry out formalities

The purpose of this resolution is to confer full powers on the holder of an original, a copy or an extract of the minutes of the Shareholders' Meeting to carry out any necessary filings, formalities or publications.

Resolution 30

(Powers to carry out formalities)

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, grants full powers to the bearer of an original, a copy or an extract of the minutes of its deliberations to carry out any filings or formalities required by law.

We are available to provide you with any explanations and any additional information.

We are now going to vote on the resolutions that we kindly ask you to approve.

Saint-Ouen-sur-Seine, 1 April 2026

The Board of Directors.

09 FORM TO REQUEST DOCUMENTS AND INFORMATION

From the date of the Shareholders' Meeting to be held in 2027, in accordance with Decree No. 2026-94 of 13 February 2026 on the modernisation of certain companies' methods of communication with their shareholders, the Company will no longer be required to issue the documents and information referred to in Articles R.225-81 and R.225-83 of the French Commercial Code once said documents have been published on its website.

Furthermore, from the next Meeting, the documents previously issued with your paper Notice of Meeting will no longer be sent to you by post and will only be accessible online, on Nexity's website:

<https://nexity.group/en/finance/general-meetings>

To be sent to:

The Company's registered office

67 rue Arago
93400 Saint-Ouen-sur-Seine
Email: ag2026@nexity.fr
or

Uptevia

90-110, Esplanade du Général-de-Gaulle
92931 Paris-La Défense Cedex
Email: ct-assemblies@uptevia.com

I the undersigned,

SURNAME

First name(s)

Address

Email address

Owner of NEXITY SHARE(S)

request that I be sent the documents and information for the Combined Shareholders' Meeting of **21 May 2026**, as stipulated in Article R.225-83 of the French Commercial Code concerning commercial companies, in the following format:

- paper
- electronic files to the email address provided above.

Signed in, date

Signature

NB: Shareholders who own **registered** shares may, by means of a single request, obtain from the Company the documents and information stipulated in Articles R.225-81 and R.225-83 of the French Commercial Code for each of the subsequent Shareholders' Meetings.

nexity

67, rue Arago
93400 Saint-Ouen-sur-Seine

www.nexity.group



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