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## **THE BLOCKCHAIN GROUP**

Public Limited Company with a Board of Directors (« Société anonyme à Conseil d'administration »)

Share capital of €12,017,843.28

Registered office: Tour W, 102, Terrasse Boieldieu, 92800 Puteaux,

504 914 094 R.C.S. Nanterre  
(the "Company")

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### **BOARD OF DIRECTORS' REPORT**

#### **TO THE COMBINED GENERAL MEETING OF JUNE 17, 2026**

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Ladies and Gentlemen, Dear Shareholders,

You have been convened to a Combined General Meeting to be held on June 17, 2026, at 10:00 a.m., at the offices of CMS Francis Lefebvre Avocats, located at 2 rue Ancelle, 92200 Neuilly-sur-Seine, France, in order to enable you to vote on the resolutions set out in the agenda below:

#### **AGENDA**

#### **I. Resolutions within the competence of the Ordinary General Meeting**

Resolution No. 1 – Approval of the statutory financial statements for the financial year ended 31 December 2025;

Resolution No. 2 – Approval of the consolidated financial statements for the financial year ended 31 December 2025;

Resolution No. 3 – Appropriation of the result for the financial year ended 31 December 2025;

Resolution No. 4 – Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;

Resolution No. 5 – Ratification of an agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code, pursuant to Article L. 225-42 of the French Commercial Code;

Resolution No. 6 – Ratification of an agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code, pursuant to Article L. 225-42 of the French Commercial Code;

Resolution No. 7 – Setting of the compensation to be allocated to members of the Board of Directors;

Resolution No. 8 – Renewal of the mandate of statutory auditor BCRH et Associés (member of PKF ARSILON);

Resolution No. 9 – Non-renewal of the mandate of statutory auditor Grant Thornton;

Resolution No. 10 – Appointment of a new statutory auditor, the firm Crowe HAF; and

Resolution No. 11 – Authorisation granted to the Board of Directors to purchase shares of the Company under a share buyback programme.

## **II. Resolutions within the competence of the Extraordinary General Meeting**

Resolution No. 12 – Authorisation granted to the Board of Directors to reduce the share capital by cancellation of treasury shares pursuant to Articles L. 22-10-62 et seq. of the French Commercial Code;

Resolution No. 13 – Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, with preferential subscription rights maintained;

Resolution No. 14 – Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights, with or without a priority period, in the context of public offerings other than those referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code ("public offering without PSR");

Resolution No. 15 – Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights, in the context of public offerings referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code ("private placement");

Resolution No. 16 – Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights in favour of a specified category of beneficiaries;

Resolution No. 17 – Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, with cancellation of preferential subscription rights in favour of one or more specifically named persons designated by the Board of Directors;

Resolution No. 18 – Authorisation granted to the Board of Directors to increase the amount of issuances with or without maintenance of preferential subscription rights;

Resolution No. 19 – Cap on the total amount of share capital increases that may be carried out immediately or in the future pursuant to the 13<sup>th</sup> through 18<sup>th</sup> resolutions;

Resolution No. 20 – Delegation of authority to the Board of Directors to increase the share capital by issuing shares with cancellation of preferential subscription rights in favour of employees and corporate officers of the Company and employees of related companies within the meaning of Article L. 225-180 of the French Commercial Code who are members of a company savings plan as provided for in Articles L. 3332-1 et seq. of the French Labour Code;

Resolution No. 21 – Authorisation granted to the board of directors to allot existing or new free shares to employees of the company or its subsidiaries;

Resolution No. 22 – Delegation of authority to the Board of Directors to decide on share capital increases by capitalisation of share premiums, reserves, retained earnings and other items;

Resolution No. 23 – Delegation of authority to the Board of Directors to carry out a share consolidation by exchange of securities;

Resolution No. 24 – Amendment of the corporate purpose of the Company and consequential amendment of Article 2 of the Articles of Association;

Resolution No. 25 – Change of the corporate name of the Company and consequential amendment of Article 3 of the Articles of Association;

Resolution No. 26 – Amendment to the Articles of Association in light of the provisions of Law No. 2024-537 of 13 June 2024, known as the "Attractiveness" Law; and

Resolution No. 27 – Amendment to Article 10 of the Articles of Association.

### **III. Resolution within the competence of the Ordinary General Meeting**

Resolution No. 28 – Power for formalities.

Lastly, in Part IV, we report on the progress of the Company's business activities since the beginning of the financial year.

At the Combined General Meeting of June 17, 2026 (the "Meeting"), you will be asked to vote on:

- the approval of the parent company and consolidated financial statements for the financial year ended December 31, 2025;
- the related-party agreements referred to in Articles L.225-38 et seq. of the French Commercial Code;
- the terms of office of the Company's Statutory Auditors;
- the renewal of the financial delegations to be granted to the Board of Directors; and
- amendments to the Company's bylaws.

The capital increase delegations submitted for your approval are intended to provide the Board of Directors with the means necessary to deploy and accelerate the implementation of the Company's "Bitcoin Treasury Company" strategy. The granting of such delegations would enable your Board of Directors, within the limits and framework established by the shareholders, to benefit from the flexibility and responsiveness required to carry out, at the appropriate time and in the most suitable manner, the capital increases necessary for the implementation of this strategy.

Compared with the delegations granted by the General Meeting of June 10, 2025, the stock markets on which the securities to be issued may be listed would no longer be limited solely to Euronext Growth, and the formula used to determine the applicable minimum issue price would be amended in order to provide greater flexibility in response to investor demand. The issuance limits granted at the last General Meeting would be increased tenfold.

With regard to the proposed amendments to the bylaws, you are being asked, firstly, to amend the corporate purpose in order to reflect the evolution of the Company's business activities; secondly, to change the Company's corporate name to "Capital B" in order to align it with its new trade name; and thirdly, to reflect in the bylaws the latest legislative developments regarding the holding of Board meetings (as well as other technical matters).

This report sets out and explains the draft resolutions submitted for your approval and reproduces below the agenda and the text of the resolutions contained in the notice of meeting serving as the notice of convening the Meeting.

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## **I. RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING**

### **1. APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (RESOLUTION NO. 1)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed (i) the statutory financial statements for the financial year ended 31 December 2025, (ii) the Board of Directors' report and (iii) the statutory auditors' report on the annual financial statements, approves the annual financial statements for the financial year ended 31 December 2025 as presented, as well as the transactions reflected in those financial statements or summarised in those reports.

The Meeting grants full discharge to the Directors of the Company for their management of the financial year ended 31 December 2025.

The Meeting takes note that the Company has not incurred any expenses that are non-deductible from corporate income tax within the meaning of paragraph 4 of Article 39 of the General Tax Code during the financial year ended 31 December 2025.

### **2. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (RESOLUTION NO. 2)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed (i) the consolidated financial statements for the financial year ended 31 December 2025, (ii) the Board of Directors' report and (iii) the statutory auditors' report on the consolidated financial statements, approves the consolidated financial statements as at 31 December 2025 as presented, as well as the transactions reflected in those financial statements or summarised in those reports.

### **3. APPROPRIATION OF THE RESULT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (RESOLUTION NO. 3)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, and having noted that the financial statements for the financial year ended 31 December 2025 show a net loss of (€39,751,648.05), resolves to appropriate the deficit for the financial year ended 31 December 2025, in the amount of (€39,751,648.05), to the "retained earnings" account, which will thereby be brought to a debit balance of (€74,117,457.77).

Pursuant to the provisions of Article 243 bis of the General Tax Code, it is recalled that the Company has not distributed any dividends in respect of the three preceding financial years.

### **4. APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE (RESOLUTION NO. 4)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the statutory auditors' special report on the agreements falling within the scope of Articles L. 225-38 et seq. of the French Commercial Code, takes note of the conclusions of said report and approves the agreements mentioned therein.

**5. RATIFICATION OF AN AGREEMENT REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE, PURSUANT TO ARTICLE L. 225-42 OF THE FRENCH COMMERCIAL CODE (RESOLUTION NO. 5)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the statutory auditors' special report on the relevant agreement, which was entered into without prior authorisation from the Board of Directors and which is described in said report, ratifies said agreement pursuant to the provisions of Article L. 225-42 of the French Commercial Code.

The agreement concerned is the employment agreement entered into on June 2, 2025 between the Company and Jean-François Descaves, Chairman and member of the Company's Board of Directors, pursuant to which Jean-François Descaves assumed the position of Head of Development of the Company and, in consideration thereof, receives a gross annual remuneration of €100,000.

The Board of Directors omitted to authorize this agreement prior to its execution. On October 20, 2025, the Board of Directors acknowledged this omission and noted that the agreement was nevertheless justified.

Accordingly, pursuant to Article L.225-42 of the French Commercial Code, the Board of Directors resolved (i) to continue the performance of this agreement and (ii) to submit the agreement for ratification by the shareholders at the Meeting in order to mitigate the existing risk of nullity in the event that the agreement were to have adverse consequences for the Company.

**6. RATIFICATION OF AN AGREEMENT REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE, PURSUANT TO ARTICLE L. 225-42 OF THE FRENCH COMMERCIAL CODE (RESOLUTION NO. 6)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the statutory auditors' special report on the relevant agreement, which was entered into without prior authorisation from the Board of Directors and which is described in said report, ratifies said agreement pursuant to the provisions of Article L. 225-42 of the French Commercial Code.

The agreement concerned is an Employer of Record Services Agreement entered into between the Company and Trans Skills Employment Services – Sole Proprietorship LLC (“Trans Skills”) on July 3, 2025, pursuant to which Trans Skills, a company established in Abu Dhabi, acts as the employer of Alexandre Laizet in Abu Dhabi on behalf of the Company, pending the receipt by Capital B Treasury Limited Abu Dhabi of the necessary authorizations allowing the formal employment of Alexandre Laizet as an employee.

Under the terms of this agreement, Alexandre Laizet is entitled to remuneration of approximately €42,835 per month, paid by Trans Skills and re-invoiced to the Company, in addition to the fees payable for the services provided.

The Board of Directors omitted to authorize this agreement prior to its execution. On October 20, 2025, the Board of Directors acknowledged this omission and noted that the agreement was nevertheless justified.

Accordingly, pursuant to Article L.225-42 of the French Commercial Code, the Board of Directors resolved (i) to continue the performance of this agreement and (ii) to submit the agreement for ratification by the shareholders at the Meeting in order to mitigate the existing risk of nullity in the event that the agreement were to have adverse consequences for the Company.

**7. SETTING OF THE COMPENSATION TO BE ALLOCATED TO MEMBERS OF THE BOARD OF DIRECTORS (RESOLUTION NO. 7)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, resolves not to allocate any compensation for the current financial year (2026) to the members of the Board of Directors. This resolution, applicable to the current financial year (2026), shall remain in force until a contrary resolution is adopted by the

Meeting.

**8. RENEWAL OF THE MANDATE OF STATUTORY AUDITOR BCRH ET ASSOCIÉS (MEMBER OF PKF ARSILON) (RESOLUTION NO. 8)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, takes note that the mandate of statutory auditor BCRH et Associés (member of PKF ARSILON) expires at the close of this Meeting and resolves to renew the mandate of statutory auditor BCRH et Associés (member of PKF ARSILON) for a term of six financial years, i.e. until the close of the ordinary general meeting of the Company called to deliberate in 2032 on the financial statements for the financial year ended 31 December 2031.

**9. NON-RENEWAL OF THE MANDATE OF STATUTORY AUDITOR GRANT THORNTON (RESOLUTION NO. 9)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, takes note that the mandate of statutory auditor Grant Thornton expires at the close of this Meeting and resolves not to renew the mandate of statutory auditor Grant Thornton.

**10. RESOLUTION NO. 10 – APPOINTMENT OF A NEW STATUTORY AUDITOR, THE FIRM CROWE HAF (RESOLUTION NO. 10)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, resolves to appoint the firm Crowe HAF as statutory auditor for a term of six financial years, i.e. until the close of the ordinary general meeting of the Company called to deliberate in 2032 on the financial statements for the financial year ended 31 December 2031.

**11. AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE SHARES OF THE COMPANY UNDER A SHARE BUYBACK PROGRAMME (RESOLUTION NO. 11)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, authorises the Board of Directors, with the power to sub-delegate, under the conditions set out in Articles L. 22-10-62 et seq. of the French Commercial Code, to purchase shares of the Company under a share buyback programme.

The Meeting resolves that:

- the maximum purchase price (excluding fees) per share is set at €100; and
- the maximum amount of funds allocated for the implementation of this share purchase programme shall not exceed an amount equal to the product of the maximum price of €100 above multiplied by the maximum number of shares representing 10% of the share capital of the Company at the date of the Meeting.

The Meeting delegates to the Board of Directors, with the power to sub-delegate under the conditions set out in Article L. 22-10-62 of the French Commercial Code, in the event of a change in the par value of the share, a share capital increase by capitalisation of reserves, an allotment of bonus shares, a subdivision or consolidation of securities, a distribution of reserves or any other assets, a redemption of share capital or any other transaction affecting equity, the power to adjust the aforementioned purchase price in order to take into account the impact of such transactions on the value of the share.

The Meeting resolves that the purchases of shares of the Company may relate to a number of shares such that:

- the maximum number of shares that may be purchased pursuant to this authorisation shall not exceed 10% of the total number of shares comprising the share capital of the Company and, with respect to acquisitions made with a view to retaining and subsequently delivering them as payment or in exchange in the context of a merger, demerger or contribution, 5% of the total number of shares comprising the share capital of the Company, it being specified that: (i) these

limits apply to an amount of the Company's share capital that will, where applicable, be adjusted to take into account transactions affecting the share capital after the Meeting, and (ii) where shares are repurchased to promote liquidity under the conditions defined by the general regulations of the Autorité des marchés financiers, the number of shares taken into account for the calculation of the 10% limit above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorisation; and

- the acquisitions made by the Company shall in no event result in the Company holding, at any time whatsoever, directly or indirectly, more than 10% of its share capital.

This authorisation is intended to allow the Company to pursue the following objectives, in compliance with applicable laws and regulations:

- a) to retain the shares of the Company that have been purchased and subsequently deliver them in exchange or as payment in the context of any potential external growth transactions, mergers, demergers or contributions, in compliance, in particular, with stock exchange regulations;
- b) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- c) to allot shares to employees or corporate officers of the Company and its subsidiaries under the conditions and procedures provided by law, in particular in connection with free share allotments, profit-sharing, share purchase option plans or through a company savings plan;
- d) to ensure the liquidity and market-making of the Company's securities, such market-making being carried out by an investment services provider acting under a liquidity agreement in accordance with the code of conduct recognised by the Autorité des marchés financiers;
- e) to cancel all or part of the repurchased securities, subject to the adoption of the 12th resolution below; and
- f) to accomplish any other purpose that is authorised or that may come to be authorised by law, or recognised or that may come to be recognised as a market practice by the Autorité des marchés financiers, it being understood that in such event, the Company will inform its shareholders by way of a press release.

The Meeting resolves that these purchase, sale, exchange or transfer transactions may be carried out by any means, i.e. on a regulated market, on a multilateral trading facility, through a systematic internaliser or over the counter, including by way of acquisition or sale of blocks, or by use of financial instruments, in particular derivative financial instruments traded on a regulated market or on a multilateral trading facility, through a systematic internaliser or over the counter, or by use of warrants, under the conditions permitted by the applicable laws and regulations in force at the date of the relevant transactions and at such times as the Board of Directors or the person acting on delegation from the Board of Directors shall determine. The maximum proportion of the share capital acquired or transferred in the form of blocks of securities may reach the full amount of the programme.

Furthermore, the Meeting grants all powers to the Board of Directors, with the power to sub-delegate under the conditions set out in Article L. 22-10-62 of the French Commercial Code, to decide on and implement this authorisation, to specify its terms if necessary, and in particular to place all stock exchange and off-market orders, to allocate or re-allocate the shares acquired to the various objectives pursued in accordance with applicable laws and regulations, to enter into all agreements, in particular for the purpose of maintaining registers of share purchases and sales, to carry out all formalities and filings with all bodies, in particular the Autorité des marchés financiers, and, generally, to do everything necessary in connection with the transactions carried out pursuant to this authorisation.

The Meeting also grants all powers to the Board of Directors, should the law or the Autorité des marchés financiers come to extend or supplement the authorised objectives for share buyback programmes, for the purpose of informing the public, under applicable laws and regulations, of any amendments to the

programme relating to the amended objectives.

The Meeting resolves that the Board of Directors may not, without prior authorisation from the Meeting of shareholders of the Company, make use of this authorisation during a public offer initiated by a third party in respect of the Company's securities, and this until the end of the public offer period.

This authorisation is granted for a period of 18 months from the date of the Meeting. This authorisation supersedes, with effect from this day, any prior authorisation having the same object. It therefore supersedes the authorisation granted by the general meeting of 10 June 2025 under its 7th resolution.

## **II. RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING**

### **12. AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES PURSUANT TO ARTICLES L. 22-10-62 ET SEQ. OF THE FRENCH COMMERCIAL CODE (RESOLUTION NO. 12)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, under the conditions set out in Articles L. 22-10-62 et seq. of the French Commercial Code:

1. **authorises** the Board of Directors, with the power to sub-delegate under the applicable laws and regulations, to:

- i. cancel, by its sole decision, in one or more instalments, within a limit of 10% of the amount of the share capital existing at the date of cancellation (i.e. adjusted to reflect transactions affecting the share capital since the adoption of this resolution), per period of 24 months, all or part of the shares acquired by the Company under a share buyback programme authorised by the shareholders;
- ii. correlatively reduce the share capital and charge the difference between the buyback price of the cancelled shares and their par value to such share premiums and available reserves as it shall choose, including the legal reserve up to a limit of 10% of the share capital reduction effected;

2. **grants** all powers to the Board of Directors, with the power to sub-delegate under applicable laws and regulations, for the purpose of determining the definitive amount of the share capital reductions within the limits provided by law and this resolution, setting the terms thereof, recording their completion, carrying out all acts, formalities or filings to render definitive the share capital reductions that may be effected pursuant to this authorisation and amending the Articles of Association accordingly; and

3. **resolves** that this authorisation is granted for a period of 18 months from the date of the Meeting. This authorisation supersedes, with effect from this day, any prior authorisation having the same object. It therefore supersedes the authorisation granted by the general meeting of 10 June 2025 under its 16th resolution.

### **13. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES AND/OR ENTITLING TO THE ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH PREFERENTIAL SUBSCRIPTION RIGHTS MAINTAINED (RESOLUTION NO. 13)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129 et seq., L. 225-132 to L. 225-134, L. 22-10-49, and L. 228-91 and following:

1. **delegates** to the Board of Directors, with the power to sub-delegate under applicable laws and

regulations, its authority to proceed, in one or more instalments, in such proportions and at such times as it shall determine, both in France and abroad, in euros or in foreign currencies, or in units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or future, with the issuance, with preferential subscription rights maintained, of shares of the Company and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, including by way of free allotment of share subscription warrants, the subscription of which may be effected either in cash, or by set-off against certain, liquid and due receivables, or, in whole or in part, by capitalisation of reserves, retained earnings or share premiums;

2. **resolves** that the shares and securities giving access to the share capital of the Company referred to in paragraph 1 of this delegation may be issued following the exercise of a right attached to securities issued by any company of which the Company directly or indirectly holds more than half of the share capital, or by any company that directly or indirectly holds more than half of the share capital of the Company;

3. **resolves** that the total nominal amount of the share capital increases that may be effected immediately or in the future pursuant to this delegation shall not exceed a maximum amount of €5,000,000,000 (representing, on an indicative basis and on the basis of the current par value of the Company's shares of four euro cents, a maximum of 125 billion shares) or the equivalent in any other currencies or units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or future, it being specified that this amount shall count against the Global Cap I provided for in the 19th resolution of the Meeting. This cap shall be increased, where applicable, by the par value of the shares to be issued in order to (i) preserve, in accordance with applicable laws and regulations and, where applicable, contractual provisions providing for other preservation cases, the rights of the holders of securities or other rights giving access to the share capital of the Company, and (ii) ensure the treatment of fractional entitlements;

4. **resolves** that the securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or may enable their issuance, as intermediate securities. The maximum aggregate nominal amount of the issuances of debt instruments that could be effected immediately or in the future on the basis of this resolution shall not exceed €100,000,000,000 or its equivalent in any other currencies or units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or future, it being specified that this amount shall count against the Global Cap II provided for in the 19th resolution of the Meeting;

5. **acknowledges** that this delegation entails a waiver by the shareholders of their preferential subscription rights to the equity securities of the Company to which the securities that may be issued on the basis of this delegation may give entitlement, immediately or in the future;

6. **resolves** that the shareholders may exercise, under the conditions provided by law, their preferential subscription rights on an irrevocable basis to the equity securities and/or other securities the issuance of which is decided by the Board of Directors pursuant to this resolution. The Board of Directors shall have the option to grant shareholders the right to subscribe on a reducible basis to a number of securities greater than the number they could subscribe on an irrevocable basis, proportionally to their subscription rights and, in any event, within the limits of their applications.

If subscriptions on an irrevocable basis, and, where applicable, on a reducible basis, have not absorbed the entirety of the equity securities and/or securities issued, the Board of Directors shall have the option, in such order as it shall determine, either to limit, in accordance with law, the issuance considered to the amount of the subscriptions received, provided that it reaches at least (where applicable, after using one or both of the following options) three quarters of the issuance initially decided, or to freely allocate all or part of the unsubscribed securities to persons of its choice, or similarly to offer to the public, on the French or international market, all or part of the unsubscribed securities, the Board of Directors being able to use all or some only of the options set out above;

7. **resolves** that, with respect to the preferential subscription rights attached to treasury shares, the Board of Directors may decide not to take such shares into account for the purpose of determining the

preferential subscription rights attached to the other shares, to distribute the preferential subscription rights attached to treasury shares to shareholders on a pro rata basis in proportion to each shareholder's rights, or to sell them on the stock exchange;

8. **further** specifies that the Board of Directors, with the power to sub-delegate under applicable laws and regulations, shall have all powers to implement this resolution and may in particular:

- i. decide on and set the terms of the issuances of shares and securities to be issued and, in particular, their issue price (with or without share premium) and the total issuance amount, the terms of subscription, payment and delivery (including, where applicable, via electronic tokens on distributed ledgers), and their dividend entitlement date (even retroactively);
- ii. more generally, determine the terms of all securities and, in particular, the conditions and terms for the allotment of shares, the term of any borrowings (including of indefinite term) that may be issued in the form of bonds, whether subordinated or not, the terms of repayment of principal, with or without premium, the conditions and terms of amortisation and, where applicable, of early purchase, exchange or redemption, the interest rate, whether fixed or variable, the terms of payment of interest, the payment date, and more generally, the remuneration structure, in whole or in part variable and/or with deferred payment;
- iii. decide to use shares acquired under a share buyback programme authorised by shareholders to deliver them in connection with the issuance of securities issued on the basis of this resolution;
- iv. take all measures to preserve the rights of holders of securities issued or other rights giving access to the share capital of the Company as required by applicable laws and regulations and contractual provisions;
- v. where applicable, suspend the exercise of the rights attached to such securities for a fixed period, in accordance with applicable laws and regulations and contractual provisions;
- vi. record the completion of all share capital increases and issuances of securities, carry out the consequential amendment of the Articles of Association, charge the issuance costs to the premiums and, if it deems it appropriate, deduct from the amount of the share capital increases the sums necessary to bring the legal reserve up to one-tenth of the new share capital; and
- vii. take all measures and carry out all formalities required for the admission to trading of the securities created;

9. **acknowledges** that, in the event that the Board of Directors should use the delegation of authority granted to it in this resolution, it will report to the next ordinary general meeting, in accordance with the applicable laws and regulations; and

10. **resolves** that this delegation is granted for a period of 26 months from the date of the Meeting. This delegation supersedes, with effect from this day, any prior delegation having the same object. It therefore supersedes the delegation granted by the general meeting of 10 June 2025 under its 8th resolution.

**14. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES AND/OR ENTITLING TO THE ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, WITH OR WITHOUT A PRIORITY PERIOD, IN THE CONTEXT OF PUBLIC OFFERINGS OTHER THAN THOSE REFERRED TO IN PARAGRAPH 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE ("PUBLIC OFFERING WITHOUT PSR") (RESOLUTION NO. 14)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129 et seq., L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 et seq.:

1. **delegates** to the Board of Directors, with the power to sub-delegate under applicable laws and regulations, its authority to proceed by way of public offerings other than those referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code, in one or more instalments, in such proportions and at such times as it shall determine, both in France and abroad, in euros or in foreign currencies, or in units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or future, with the issuance, with cancellation of preferential subscription rights, of shares of the Company and/or equity securities giving access to other equity securities and/or entitling to the allotment of debt securities and/or securities giving access to equity securities to be issued, the subscription of which may be effected either in cash, or by set-off against certain, liquid and due receivables;

2. **resolves** that the shares and securities giving access to the share capital of the Company referred to in paragraph 1 of this delegation may be issued following the exercise of a right attached to securities issued by any company of which the Company directly or indirectly holds more than half of the share capital, or by any company that directly or indirectly holds more than half of the share capital of the Company;

3. **resolves** that the total nominal amount of the share capital increases that may be effected immediately or in the future pursuant to this delegation shall not exceed a maximum amount of €5,000,000,000 (representing, on an indicative basis and on the basis of the current par value of the Company's shares of four euro cents, a maximum of 125 billion shares) or the equivalent in any other currencies or units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or future, it being specified that this amount shall count against the Global Cap I provided for in the 19th resolution of the Meeting. This cap shall be increased, where applicable, by the par value of the shares to be issued in order to (i) preserve the rights of holders of securities or other rights giving access to the share capital of the Company, and (ii) ensure the treatment of fractional entitlements;

4. **resolves** to cancel the shareholders' preferential subscription rights to the shares and other securities to be issued pursuant to this resolution;

5. **resolves** that the securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or may enable their issuance, as intermediate securities. The maximum aggregate nominal amount of the issuances of debt instruments that could be effected immediately or in the future on the basis of this resolution shall not exceed €100,000,000,000 or its equivalent in any other currencies or units of account, it being specified that this amount shall count against the Global Cap II provided for in the 19th resolution of the Meeting;

6. **acknowledges** that this delegation entails a waiver by the shareholders of their preferential subscription rights to the equity securities of the Company to which the securities that may be issued on the basis of this delegation may give entitlement, immediately or in the future;

7. **resolves** that if subscriptions have not absorbed the entirety of the equity securities and/or securities issued, the Board of Directors shall have the option to limit, in accordance with law, the issuance to the amount of the subscriptions received;

8. **resolves** that, for the issue price of the shares or securities issued pursuant to this delegation:

- 1) with respect to shares, their price shall be set by the Board of Directors (with the power to sub-delegate under applicable laws and regulations) and shall be at least equal, at the Board of Directors' election, to one of the following values:
  - a. either the closing price of the Company's share on the market on which it is listed on the last trading day preceding the setting of the issue price, possibly reduced by a maximum discount of 20%,
  - b. either the volume-weighted average price (in the central order book and excluding off-market block trades) (the "VWAP") of the Company's share price on the market(s) on which it is listed over a period ranging from the last trading day preceding the setting of the issue price to the twenty last trading days preceding the setting of the issue price

(it being specified that, if the chosen period covers several trading days, the "VWAP" may be the VWAP over that period or the average of the VWAPs for each trading day over that period), possibly reduced by a maximum discount of 20% (and adjusted where applicable to take into account differences in dividend entitlement date),

- c. the euro equivalent of the "mNAV 1" on a date chosen between the last trading day preceding the setting of the issue price and one of the twenty preceding trading days, the mNAV 1 being the value in euros, per share, of the bitcoins held by the Company as indicated by the Company in its indicators, at the date of determination of the mNAV 1, it being understood that (i) the price in euros of one bitcoin shall be chosen from among the bitcoin prices reported on the day chosen for the determination of the mNAV 1 on a major market platform such as, by way of example, one of the following platforms: Coinbase, Bitstamp, Boursorama or Bloomberg, and (ii) the number of shares used may be either the number of shares actually issued at the date of determination of the mNAV 1, or, at that same date, the number of shares on a diluted basis, according to the calculation method indicated by the Company in its indicators;
- 2) with respect to securities giving access to the share capital, their issue price shall be such that the sum immediately received by the Company, increased, where applicable, by the sum that may be subsequently received by the Company, shall be, for each share of the Company issued as a result of the issuance of such securities, at least equal to one of the values a), b) or c) indicated in 1) above and chosen and determined as indicated in 1) above;

9. **further specifies** that the Board of Directors, with the power to sub-delegate under applicable laws and regulations, shall have all powers to implement this resolution and may in particular:

- i. decide on and set the terms of the issuances of shares and securities to be issued and, in particular, the terms of subscription, payment and delivery (including, where applicable, via electronic tokens on distributed ledgers) and their dividend entitlement date (even retroactively);
- ii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allocation of shares, the term of borrowings (including perpetual borrowings) that may be issued in bond form, whether or not subordinated, the terms and conditions for repayment of principal, with or without premium, the terms and conditions for amortisation and, where applicable, early purchase, exchange or redemption, the fixed or variable interest rate, the terms and conditions for payment of interest, the payment date, and more generally, the remuneration structure, which may be wholly or partly variable and/or deferred;
- iii. decide to use shares acquired under a share buyback programme authorised by the shareholders to allocate them in connection with the issuance of securities issued pursuant to this resolution;
- iv. take all measures necessary to preserve the rights of holders of the issued securities or of other rights giving access to the share capital of the Company, as required by applicable legal and regulatory provisions and contractual stipulations;
- v. where appropriate, suspend the exercise of the rights attached to such securities for a fixed period in accordance with applicable legal and regulatory provisions and contractual stipulations;
- vi. record the completion of all share capital increases and issuances of securities, amend the by-laws accordingly, charge issuance costs against share premiums and, if it deems appropriate, deduct from the amount of the capital increases the sums necessary to bring the legal reserve up to one-tenth of the new share capital; and
- vii. take all measures and carry out all formalities required for the admission to trading of the securities created;

10. **acknowledges** that, in the event that the Board of Directors should use the delegation of authority granted to it in this resolution, it will report to the next ordinary general meeting, in accordance with the applicable laws and regulations; and

11. **resolves** that this delegation is granted for a period of 26 months from the date of the Meeting. This delegation supersedes, with effect from this day, any prior delegation having the same object. It therefore supersedes the delegation granted by the general meeting of 10 June 2025 under its 9th resolution.

**15. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES AND/OR ENTITLING TO THE ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, IN THE CONTEXT OF PUBLIC OFFERINGS REFERRED TO IN PARAGRAPH 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE ("PRIVATE PLACEMENT") (RESOLUTION NO. 15)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129 et seq., L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 and following:

1. **delegates** to the Board of Directors, with the power to sub-delegate under applicable laws and regulations, its authority to proceed in the context of public offerings referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code, under the conditions and maximum limits provided by applicable laws and regulations, in one or more instalments, in such proportions and at such times as it shall determine, both in France and abroad, with the issuance, with cancellation of preferential subscription rights, of shares of the Company and/or equity securities and/or securities giving access to the share capital, the subscription of which may be effected either in cash, or by set-off against certain, liquid and due receivables;

2. **resolves** that the shares and securities giving access to the share capital of the Company referred to in paragraph 1 may be issued following the exercise of a right attached to securities issued by any company of which the Company directly or indirectly holds more than half of the share capital, or vice versa;

3. **resolves** that the total nominal amount of the share capital increases that may be effected immediately or in the future pursuant to this delegation shall not exceed a maximum amount of €5,000,000,000 (representing, on an indicative basis and on the basis of the current par value of the Company's shares of four euro cents, a maximum of 125 billion shares) or the equivalent in any other currencies or units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or future, it being specified that (i) this amount may not, however, exceed the limit set by applicable laws and regulations on the date of the issuance (currently 30% of the share capital over a 12-month period), such limit being assessed at any point in time, applying to a share capital adjusted to reflect transactions affecting it after the Meeting and without taking into account the nominal amount of the share capital that may be increased by the exercise of all rights and securities already issued and the exercise of which is deferred, and (ii) it shall count against the Global Cap I provided for in the 19th resolution of the Meeting. This cap shall be increased, where applicable, by the par value of the shares to be issued in order to (i) preserve, in accordance with applicable laws and regulations and, where applicable, contractual provisions providing for other preservation cases, the rights of holders of securities or other rights giving access to the share capital of the Company, and (ii) ensure the treatment of fractional entitlements;

4. **resolves** to cancel the shareholders' preferential subscription rights to the shares and other securities to be issued pursuant to this resolution;

5. **resolves** that the securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or may enable their issuance, as intermediate securities. The maximum aggregate nominal amount of the issuances of debt instruments that could be effected immediately or in the future on the basis of this resolution shall not exceed €100,000,000,000 or its equivalent in any other currencies or units of account denominated by reference to one or more currencies, financial or non-financial assets, or any other reference value, existing or

future, it being specified that this amount shall count against the Global Cap II provided for in the 19th resolution of the Meeting;

6. **acknowledges** that this delegation entails a waiver by the shareholders of their preferential subscription rights to the equity securities of the Company to which the securities that may be issued on the basis of this delegation may give entitlement, immediately or in the future;

7. **resolves** that if subscriptions have not absorbed the entirety of the equity securities and/or other securities issued, the Board of Directors shall have the option to limit, in accordance with law, the issuance to the amount of the subscriptions received;

8. **resolves** that, for the issue price of the shares or securities issued pursuant to this delegation:

- 1) with respect to shares, their price shall be set by the Board of Directors (with the power to sub-delegate under applicable laws and regulations) and shall be at least equal, at the Board of Directors' election, to one of the following values:
  - a) either the closing price of the Company's share on the market on which it is listed on the last trading day preceding the setting of the issue price, possibly reduced by a maximum discount of 20%,
  - b) either the volume-weighted average price (in the central order book and excluding off-market block trades) (the "VWAP") of the Company's share price on the market(s) on which it is listed over a period ranging from the last trading day preceding the setting of the issue price to the twenty last trading days preceding the setting of the issue price (it being specified that, if the chosen period covers several trading days, the "VWAP" may be the VWAP over that period or the average of the VWAPs for each trading day over that period), possibly reduced by a maximum discount of 20% (and adjusted where applicable to take into account differences in dividend entitlement date),
  - c) the euro equivalent of the "mNAV 1" on a date chosen between the last trading day preceding the setting of the issue price and one of the twenty preceding trading days, the mNAV 1 being the value in euros, per share, of the bitcoins held by the Company as indicated by the Company in its indicators, at the date of determination of the mNAV 1, it being understood that (i) the price in euros of one bitcoin shall be chosen from among the bitcoin prices reported on the day chosen for the determination of the mNAV 1 on a major market platform such as, by way of example, one of the following platforms: Coinbase, Bitstamp, Boursorama or Bloomberg, and (ii) the number of shares used may be either the number of shares actually issued at the date of determination of the mNAV 1, or, at that same date, the number of shares on a diluted basis, according to the calculation method indicated by the Company in its indicators;
- 2) with respect to securities giving access to the share capital, their issue price shall be such that the sum immediately received by the Company, increased, where applicable, by the sum that may be subsequently received by the Company, shall be, for each share of the Company issued as a result of the issuance of such securities, at least equal to one of the values a), b) or c) indicated in 1) above and chosen and determined as indicated in 1) above;

9. **further specifies** that the Board of Directors, with power to sub-delegate in accordance with applicable laws and regulations, shall have full authority to implement this resolution and may, in particular:

- i. decide upon and determine the characteristics of the issuances of shares and securities to be issued and, in particular, the subscription, payment and delivery terms and conditions (including, where applicable, through electronic tokens on distributed ledgers), as well as their entitlement date (including retroactively);
- ii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the maturity of borrowings (including perpetual borrowings) that may be issued in bond form, whether or not subordinated, the terms and conditions for repayment of principal, with or without premium, the terms and conditions for

amortisation and, where applicable, early purchase, exchange or redemption, the fixed or variable interest rate, the terms and conditions for payment of interest, the payment date, and more generally, the remuneration structure, which may be wholly or partly variable and/or deferred;

- iii. decide to use shares acquired under a share buyback programme authorised by the shareholders for delivery in connection with the issuance of securities issued pursuant to this resolution;
- iv. take all measures necessary to preserve the rights of holders of the issued securities or of other rights giving access to the share capital of the Company, as required by applicable legal and regulatory provisions and contractual stipulations;
- v. where appropriate, suspend the exercise of the rights attached to such securities for a fixed period in accordance with applicable legal and regulatory provisions and contractual stipulations;
- vi. record the completion of all share capital increases and issuances of securities, make the corresponding amendments to the by-laws, charge issuance costs against share premiums and, if deemed appropriate, deduct from the amount of the capital increases the sums necessary to allocate the legal reserve up to one-tenth of the new share capital; and
- vii. take all actions and complete all formalities required for the admission to trading of the securities issued;

10. **acknowledges** that, should the Board of Directors make use of the delegation of authority granted to it under this resolution, it shall report thereon to the next ordinary general meeting, in accordance with applicable laws and regulations; and

11. **resolves** that this delegation is granted for a period of 26 months from the date of the Meeting. As from today, this delegation supersedes and renders ineffective any prior delegation having the same purpose. It therefore supersedes and renders ineffective the delegation granted by the General Meeting of 10 June 2025 pursuant to its 10th resolution.

**16. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH THE ISSUANCE OF SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES AND/OR ENTITLING THE HOLDER TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT IN FAVOUR OF A SPECIFIED CATEGORY OF BENEFICIARIES (RESOLUTION NO. 16)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129 et seq., L. 225-135, L. 225-138, L. 22-10-49 and L. 228-91 and following:

1. **delegates** to the Board of Directors, with power to sub-delegate in accordance with applicable laws and regulations, the authority to proceed, on one or more occasions, in such proportions and at such times as it shall determine, both in France and abroad, in euros or in any foreign currency, or in units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, with the issuance, with cancellation of the shareholders' preferential subscription right, of shares of the Company and/or equity securities giving access to other equity securities and/or entitling the holder to the allocation of debt securities and/or securities giving access to equity securities to be issued, the subscription for which may be made either in cash or by set-off against certain, liquid and due receivables, such issuance being reserved for one or more categories of beneficiaries meeting the following characteristics:

- a) natural or legal persons (including companies), trusts or investment funds, or other investment vehicles, of whatever form, whether French or foreign, carrying out a significant part of their activities in, or habitually investing in, the Web2/Web3, data intelligence, artificial intelligence,

fintech, crypto-assets, blockchain technology and/or investment services sectors (it being specified that the criterion relating to activities or habitual investment may be assessed at the level of the ultimate investor, legal entity, trust, investment fund or other investment vehicle, or at the level of its management company (or equivalent), or sponsor); or

- b) French or foreign investment services providers, or any foreign institution with equivalent status, likely to guarantee the completion of an issuance intended to be placed with the persons referred to in a) above and, in that context, to subscribe to the securities issued; or
- c) in the context of a debt financing transaction, credit institutions or other institutions or investors able to provide such financing, the lenders in question;

2. **cancel**s, in favour of such beneficiaries, the shareholders' preferential subscription rights to the shares and other securities to be issued pursuant to this resolution;

3. **resolves** that the shares and securities giving access to the share capital of the Company, the issuance of which is contemplated under paragraph 1 of this delegation, may be issued upon the exercise of a right attached to securities issued by any company in which the Company directly or indirectly holds more than half of the share capital, or by any company which directly or indirectly holds more than half of the share capital of the Company;

4. **resolves** that the aggregate nominal amount of the share capital increases that may be carried out, whether immediately or in the future, pursuant to this delegation, may not exceed a maximum amount of EUR 5,000,000,000 (representing, for indicative purposes only and based on the current nominal value of the Company's shares of four euro cents, a maximum of 125 billion shares), or the equivalent thereof in any other currencies or units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, it being specified that this amount shall count against Global Limit I provided for in the 19th resolution of the General Meeting. Such limit shall, where applicable, be increased by the nominal amount of the shares to be issued in order to (i) preserve, in accordance with applicable legal and regulatory provisions and, where applicable, contractual stipulations providing for other adjustment cases, the rights of holders of securities or other rights giving access to the share capital of the Company, and (ii) ensure the treatment of fractional entitlements;

5. **resolves** that the securities giving access to the share capital of the Company thus issued may consist of debt securities, be linked to the issuance of such debt securities, or permit the issuance thereof, including as intermediary securities. The aggregate maximum nominal amount of debt securities that may be issued, whether immediately or in the future, pursuant to this resolution, may not exceed EUR 100,000,000,000 or the equivalent thereof in any other currencies or in units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, it being specified that such amount shall count against Global Limit II provided for in the 19th resolution of the General Meeting;

6. **acknowledges** that this delegation entails the waiver by the shareholders of their preferential subscription right to the equity securities of the Company to which the securities issued pursuant to this delegation may give entitlement, whether immediately or in the future;

7. **resolves** that, with respect to the issue price of the shares or securities issued pursuant to this delegation:

- 1) with regard to the shares, their issue price shall be determined by the Board of Directors (with power to sub-delegate in accordance with applicable laws and regulations) and shall be at least equal, at the Board's discretion, to one of the following values:
  - a) either the last closing price of the Company's shares on the market on which they are listed during the last trading session preceding the determination of the issue price, if applicable reduced by a maximum discount of 20%;
  - b) or the volume-weighted average price (in the central order book and excluding off-market block trades) (the "VWAP") of the prices of the Company's shares on the market(s) on which they are listed over a period ranging from the last trading session

preceding the determination of the issue price to the twenty last trading sessions preceding the determination of the issue price (it being specified that, if the selected period extends over several trading days, the “VWAP” may be either the VWAP over such period or the average of the VWAPs for each trading day during such period), if applicable reduced by a maximum discount of 20% (and adjusted, where applicable, to take account of differences in dividend entitlement dates);

- c) the euro equivalent of the “mNAV 1” at a date selected between the last trading session preceding the determination of the issue price and any of the twenty preceding trading sessions, “mNAV 1” meaning the euro value per share of the bitcoins held by the Company, as indicated by the Company in its indicators, at the date on which the mNAV 1 is determined, it being understood that (i) the euro price of one bitcoin shall be selected from among the bitcoin prices reported on the selected date for the determination of the mNAV 1 on a major trading platform such as, for indicative purposes only, one of the following platforms: Coinbase, Bitstamp, Boursorama or Bloomberg, and (ii) the number of shares taken into account may be either the number of shares actually issued on the date of determination of the mNAV 1 or, on the same date, the number of shares on a diluted basis, according to the calculation method indicated by the Company in its indicators;
- 2) with regard to securities giving access to the share capital, their issue price shall be such that the amount received immediately by the Company, increased, where applicable, by the amount that may subsequently be received by the Company, shall be, for each Company share issued as a result of the issuance of such securities, at least equal to one of the values referred to in paragraphs a), b) or c) of section 1) above, selected and determined in accordance with the terms set out in section 1) above;

8. **further specifies** that the Board of Directors, with power to sub-delegate in accordance with applicable laws and regulations, shall have full authority to implement this resolution and may, in particular:

- i. determine the list of beneficiaries, within the categories of beneficiaries defined above, for each issuance and the number of shares or securities to be subscribed for by each of them pursuant to this delegation of authority;
- ii. decide upon and determine the characteristics of the issuances of shares and securities to be issued and, in particular, the total amount of the issuance, the subscription, payment and delivery terms and conditions (including, where applicable, through electronic tokens on distributed ledgers), and their entitlement date (including retroactively);
- iii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the maturity of borrowings (including perpetual borrowings) that may be issued in bond form, whether or not subordinated, the terms and conditions for repayment of principal, with or without premium, the terms and conditions for amortisation and, where applicable, early purchase, exchange or redemption, the fixed or variable interest rate, the terms and conditions for payment of interest, the payment date, and more generally, the remuneration structure, which may be wholly or partly variable and/or deferred;
- iv. take all measures necessary to preserve the rights of holders of the issued securities or of other rights giving access to the share capital of the Company, as required by applicable legal and regulatory provisions and contractual stipulations;
- v. where appropriate, suspend the exercise of the rights attached to such securities for a fixed period in accordance with applicable legal and regulatory provisions and applicable contractual stipulations;
- vi. record the completion of all share capital increases and issuances of securities, make the corresponding amendments to the by-laws, charge issuance costs against share premiums and,

if deemed appropriate, deduct from the amount of the capital increases the sums necessary to allocate the legal reserve up to one-tenth of the new share capital; and

vii. take all actions and complete all formalities required for the admission to trading of the securities issued;

9. **acknowledges** that, in the event that the Board of Directors were to make use of the delegation of authority granted to it under this resolution, it shall report thereon to the next ordinary general meeting, in accordance with applicable laws and regulations; and

10. **resolves** that this delegation is granted for a period of 18 months as from the General Meeting. This delegation shall, as from this day, supersede and render ineffective any prior delegation having the same purpose. It therefore supersedes and renders ineffective the delegation granted by the General Meeting of 10 June 2025 pursuant to its 12th resolution.

**17. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH THE ISSUANCE OF SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES AND/OR ENTITLING THE HOLDER TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT IN FAVOUR OF ONE OR SEVERAL PERSONS SPECIFICALLY DESIGNATED BY THE BOARD OF DIRECTORS. (RESOLUTION NO. 17)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129 et seq., L. 225-135, L. 225-138, L. 22-10-49, L. 22-10-52-1 and L. 228-91 and following :

1. **delegates** to the Board of Directors, with power to sub-delegate in accordance with applicable laws and regulations, the authority to (i) proceed, on one or more occasions, in such proportions and at such times as it shall determine, both in France and abroad, in euros or in any foreign currency, or in units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, with the issuance, with cancellation of the shareholders' preferential subscription right, of shares of the Company and/or equity securities giving access to other equity securities and/or entitling the holder to the allocation of debt securities and/or securities giving access to equity securities to be issued, the subscription for which may be made either in cash or by set-off against certain, liquid and due receivables, such issuance being reserved to one or several specifically designated persons, and (ii) designate such person(s) and determine the number of shares or securities to be issued for the benefit of each beneficiary;

2. **cancels**, in favour of the said beneficiaries, the shareholders' preferential subscription right to the shares and other securities to be issued pursuant to this resolution;

3. **resolves** that the shares and securities giving access to the share capital of the Company, the issuance of which is contemplated under paragraph 1 of this delegation, may be issued upon the exercise of a right attached to securities issued by any company in which the Company directly or indirectly holds more than half of the share capital, or by any company which directly or indirectly holds more than half of the share capital of the Company;

4. **resolves** that the aggregate nominal amount of the share capital increases that may be carried out, whether immediately or in the future, pursuant to this delegation, may not exceed a maximum amount of EUR 5,000,000,000 (representing, for indicative purposes only and based on the current nominal value of the Company's shares of four euro cents, a maximum of 125 billion shares), or the equivalent thereof in any other currencies or units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, it being specified that (i) such amount shall in any event not exceed the limit set by applicable legal or regulatory provisions on the date of issuance (i.e. currently 30% of the share capital over a 12-month period), such limit being assessed at any time and applied to a share capital adjusted to reflect transactions affecting

it after the General Meeting, and excluding the nominal amount of share capital that may be increased through the exercise of any rights or securities already issued and the exercise of which is deferred, and (ii) it shall count against Global Limit I provided for in the 19th resolution of the General Meeting. Such limit shall, where applicable, be increased by the nominal amount of the shares to be issued in order to (i) preserve, in accordance with applicable legal and regulatory provisions and, where applicable, contractual stipulations providing for other adjustment mechanisms, the rights of holders of securities or other rights giving access to the share capital of the Company, and (ii) ensure the treatment of fractional entitlements;

5. **resolves** that the securities giving access to the share capital of the Company thus issued may consist of debt securities, be associated with the issuance of such securities, or may themselves enable the issuance thereof as intermediary securities. The aggregate maximum nominal amount of debt securities that may be issued, whether immediately or in the future, pursuant to this resolution, may not exceed EUR 100,000,000,000 or the equivalent thereof in any other currencies or in units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, it being specified that such amount shall be set off against Global Limit II provided for in the 19th resolution of the General Meeting;

6. **acknowledges** that this delegation entails the waiver by the shareholders of their preferential subscription right to the equity securities of the Company to which the securities issued pursuant to this delegation may give entitlement, whether immediately or in the future;

7. **resolves** that the issue price of the shares or securities issued pursuant to this delegation shall be determined by the Board of Directors (with power to sub-delegate in accordance with applicable laws and regulations):

- i. with regard to the shares, their issue price shall be at least equal to the statutory and regulatory limit applicable on the date of use of this resolution, namely currently the closing price of the last trading session preceding the decision of the Board of Directors, potentially reduced by a maximum discount of 10%;
- ii. with regard to securities giving access to the share capital, their issue price shall be such that the amount received immediately by the Company, increased, where applicable, by any amount that may subsequently be received by the Company, is, for each Company share issued as a result of the issuance of such securities, at least equal to the amount referred to above;

8. **further specifies** that the Board of Directors, with power to sub-delegate in accordance with applicable laws and regulations, shall have full authority to implement this resolution and may, in particular:

- i. decide upon and determine the characteristics of the issuances of shares and securities to be issued and, in particular, the total amount of the issuance, the subscription, payment (including, where applicable, through electronic tokens on distributed ledgers) and delivery terms and conditions, and their entitlement date (including retroactively);
- ii. more generally, determine the characteristics of all securities and, in particular, the terms and conditions for the allotment of shares, the maturity of borrowings (including perpetual borrowings) that may be issued in bond form, whether or not subordinated, the terms and conditions for repayment of principal, with or without premium, the terms and conditions for amortisation and, where applicable, early purchase, exchange or redemption, the fixed or variable interest rate, the terms and conditions for payment of interest, the payment date, and more generally, the remuneration structure, which may be wholly or partly variable and/or deferred;
- iii. take all measures necessary to preserve the rights of holders of the issued securities or of other rights giving access to the share capital of the Company, as required by applicable legal and regulatory provisions and contractual stipulations;

- iv. where appropriate, suspend the exercise of the rights attached to such securities for a fixed period in accordance with applicable legal and regulatory provisions and applicable contractual stipulations;
- v. record the completion of all share capital increases and issuances of securities, make the corresponding amendments to the by-laws, charge issuance costs against share premiums and, if it deems appropriate, deduct from the amount of the capital increases the sums necessary to allocate the legal reserve up to one-tenth of the new share capital;
- vi. take all actions and complete all formalities required for the admission to trading of the securities issued;

9. **acknowledges** that, in the event that the Board of Directors were to make use of the delegation of authority granted to it under this resolution, it shall report thereon to the next ordinary general meeting, in accordance with applicable laws and regulations; and

10. **resolves** that this delegation is granted for a period of 18 months as from the General Meeting.

**18. AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE AMOUNT OF ISSUANCES WITH OR WITHOUT MAINTENANCE OF PREFERENTIAL SUBSCRIPTION RIGHTS (RESOLUTION NO. 18)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the statutory auditors' special report and the Board of Directors' report and subject to the adoption of the 13th through 17th resolutions of the Meeting, pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code:

1. **authorises** the Board of Directors, with the power to sub-delegate, to increase the number of securities to be issued for each issuance with or without preferential subscription rights decided pursuant to the 13th through 17th resolutions of the Meeting under the conditions provided by applicable laws and regulations on the date of the issuance (currently, within 30 days of the close of subscription, up to a limit of 15% of each issuance and at the same price as that set for the initial issuance);

2. **resolves** that the aggregate nominal amount of share capital increases that may be carried out pursuant to this resolution shall be set off against the ceiling provided for in the resolution under which the issuance is decided and against Global Limit I provided for in the 19th resolution of the General Meeting. Such ceiling shall, where applicable, be increased by the nominal amount of the shares to be issued in order to (i) preserve, in accordance with applicable legal and regulatory provisions and, where applicable, contractual stipulations providing for other adjustment mechanisms, the rights of holders of securities or other rights giving access to the share capital of the Company, and (ii) ensure the treatment of fractional entitlements;

3. **resolves** that the securities giving access to the share capital of the Company thus issued may consist of debt securities, be associated with the issuance of such securities, or may themselves permit the issuance thereof as intermediary securities. The aggregate maximum nominal amount of debt securities that may be issued, whether immediately or in the future, pursuant to this delegation shall be set off against the ceiling provided for in the resolution under which the issuance is decided and against Global Limit II provided for in the 19th resolution of the General Meeting;

4. **acknowledges** that, in the event that the Board of Directors were to make use of the delegation of authority granted to it under this resolution, it shall report thereon to the next ordinary general meeting, in accordance with applicable laws and regulations; and

5. **resolves** that this authorisation is granted for a period of 26 months as from the General Meeting. This authorisation shall, as from this day, supersede and render ineffective any prior authorisation having the same purpose. It therefore supersedes and renders ineffective the authorisation granted by the General Meeting of 10 June 2025 pursuant to its 11th resolution.

**19. CAP ON THE TOTAL AMOUNT OF SHARE CAPITAL INCREASES THAT MAY BE CARRIED OUT IMMEDIATELY OR IN THE FUTURE PURSUANT TO THE 13TH THROUGH 18TH RESOLUTIONS (RESOLUTION NO. 19)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, having noted that the share capital is fully paid up, pursuant to the provisions of Article L. 225-129-2 of the French Commercial Code:

1. **resolves** that the nominal amount of share capital increases that may be carried out, whether immediately or in the future, pursuant to the 13th to 18th resolutions of the General Meeting, may not exceed EUR 5,000,000,000 (representing, for indicative purposes only and based on the current nominal value of the Company's shares of four euro cents, a maximum of 125 billion shares), or the equivalent thereof in any other currencies or in units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, it being specified that such amount shall be increased, where applicable, by the additional nominal amount of shares to be issued in order to (i) preserve, in accordance with applicable law and, where applicable, contractual stipulations providing for other adjustment mechanisms, the rights of holders of securities giving rights to shares, and (ii) ensure the treatment of fractional entitlements (the "**Global Limit I**"); and

2. **further resolves** that the aggregate maximum nominal amount of debt securities issuances that may be carried out, whether immediately or in the future, pursuant to the 13th to 18th resolutions of the General Meeting, may not exceed EUR 100,000,000,000 or the equivalent thereof in any currency or in units of account determined by reference to one or more currencies, financial or non-financial assets, or any other existing or future benchmark of value, as of the date of the issuance decision (the "**Global Limit II**").

**20. DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH THE ISSUANCE OF SHARES, WITH CANCELLATION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT IN FAVOUR OF THE EMPLOYEES AND CORPORATE OFFICERS OF THE COMPANY AND OF THE EMPLOYEES OF COMPANIES RELATED TO IT WITHIN THE MEANING OF ARTICLE L. 225-180 OF THE FRENCH COMMERCIAL CODE, WHO ARE MEMBERS OF A COMPANY SAVINGS PLAN (PLAN D'ÉPARGNE ENTREPRISE) AS PROVIDED FOR UNDER ARTICLES L. 3332-1 ET SEQ. OF THE FRENCH LABOUR CODE. (RESOLUTION NO. 20)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code:

1. **delegates** to the Board of Directors, with power to sub-delegate in accordance with applicable laws and regulations, the authority to proceed, on one or more occasions, in such proportions and at such times as it shall determine, both in France and abroad, with the issuance of new shares, such issuance being reserved for the employees, former employees and eligible corporate officers of the Company and/or of companies related to the Company within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code, who are members of a company savings plan;

2. **cancels**, in favour of such members, the shareholders' preferential subscription rights to the shares that may be issued pursuant to this resolution, and waives all rights to the shares that may be allotted free of charge on the basis of this resolution in respect of the discount and/or the employer matching contribution;

3. **resolves** that the nominal amount of the share capital increases that may be effected immediately or in the future pursuant to this delegation shall not exceed a number of shares representing at most 3% of the share capital of the Company at the date of the Meeting;

4. **resolves** that the subscription price of the shares issued pursuant to this delegation shall be determined in accordance with the provisions of Articles L. 3332-19 et seq. of the French Labour Code. When implementing this delegation, the Board of Directors may reduce the amount of any discount on a case-by-case basis, in particular due to tax, social security or accounting constraints applicable in the countries where the group entities participating in the capital increase operations are located. The Board of Directors may also decide to grant free shares to subscribers of new shares, in substitution for the discount and/or by way of matching contribution.

5. **resolves** that the Board of Directors shall have full powers, with authority to sub-delegate in accordance with applicable laws and regulations, to implement this delegation, within the limits and subject to the conditions set out above, and in particular to:

- i. decide on the issuance of new shares of the Company;
- ii. determine the list of companies whose employees, former employees and eligible corporate officers may benefit from the issuance, and set the conditions to be met by beneficiaries in order to subscribe, directly or through a mutual fund (fonds commun de placement), to the shares issued pursuant to this resolution;
- iii. decide upon and determine the characteristics of the share issuances and, in particular, their issue price (with or without issue premium), the subscription, payment and delivery terms and conditions, and their entitlement date (including retroactively);
- iv. decide, pursuant to Article L. 3332-21 of the French Labour Code, on the free allocation of shares to be issued or already issued, by way of matching contribution and/or, where applicable, discount, provided that the inclusion of their monetary value, assessed at the subscription price, does not result in exceeding the limits provided for in Article L. 3332-11 of the French Labour Code, and, in the case of the issuance of new shares under the discount and/or matching contribution, to incorporate into the share capital the reserves, profits or share premiums necessary for the payment-up of such shares;
- v. record the completion of all share capital increases, make the corresponding amendments to the by-laws, charge issuance costs against share premiums and, if it deems appropriate, deduct from the amount of the capital increases the sums necessary to allocate the legal reserve up to one-tenth of the new share capital;
- vi. take all actions and complete all formalities required for the admission to trading of the securities issued;

6. **acknowledges** that, in the event that the Board of Directors were to make use of the delegation of authority granted to it under this resolution, it shall report thereon to the next ordinary general meeting, in accordance with applicable laws and regulations; and

7. **resolves** that this delegation is granted for a period of 26 months as from the General Meeting. This delegation shall, as from this day, supersede and render ineffective any prior delegation having the same purpose. It therefore supersedes and renders ineffective the delegation granted by the General Meeting of 10 June 2025 pursuant to its 17th resolution.

#### **21. AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO ALLOT EXISTING OR NEW FREE SHARES TO EMPLOYEES OF THE COMPANY OR ITS SUBSIDIARIES (RESOLUTION NO. 21)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having deliberated thereon, and having reviewed the Board of Directors' report and the statutory auditors' special report, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 and L. 22-10-60 of the French Commercial Code, authorises the Board of Directors to proceed, in favour of eligible members of staff of the Company and its consolidated subsidiaries, with a free allotment of shares representing 15% of the share capital of the Company at the date of use of this resolution, whether existing or new (the "**Free Shares**"), it being specified that this amount does not take into account any adjustments that may be made in accordance with applicable laws and regulations

and, where applicable, contractual provisions providing for other adjustment cases, to preserve the rights of beneficiaries of the allotments referred to in this resolution.

#### (1) Share capital increase

The share capital increase resulting from the creation of the Free Shares shall be effected by a special capitalisation of all or part of available reserve accounts and, in particular, the "share premium" account. The Meeting takes note that this resolution entails an automatic waiver by the shareholders, in favour of the beneficiaries of Free Shares, of the portion of said reserves.

#### (2) Vesting period

The Board of Directors shall set, at each allotment, a vesting period of at least one year (at the end of which the allotment of existing or new shares becomes definitive), which may be followed by a holding period of at least one year; it being understood that the vesting period, or the aggregate of the vesting period and the holding period, may not be less than two years.

However, in the event that the beneficiary suffers an incapacity classified in the second or third of the categories provided for in Article 341-4 of the French Social Security Code (or its equivalent under applicable foreign law), the Free Shares may be definitively allotted to such beneficiary before the end of the remaining vesting period, and such shares shall then be freely transferable.

#### (3) Delegation of powers to the Board of Directors

The Meeting grants to the Board of Directors, with the power to sub-delegate, all powers to proceed with the allotment of Free Shares and in particular to:

- determine the eligibility conditions and, where applicable, the conditions for definitive vesting (and where applicable, decide to waive such conditions) applicable to the eligible members of staff of the Company or its subsidiaries;
- determine the identity of the beneficiaries and the number of Free Shares allotted to each of them;
- establish the rules of the Free Share allotment plan;
- set, under the conditions and limits provided by applicable laws and regulations, the dates on which Free Shares will be allotted;
- record the completion of the share capital increase resulting from such allotment at the end of the vesting period;
- set the dividend entitlement date, even retroactively, of the Free Shares to be issued; and
- do, within the framework of applicable legislation, everything that the implementation of this authorisation requires.

This authorisation is granted for a period of 38 months from the date of the Meeting. This authorisation supersedes, with effect from this day, any prior authorisation having the same object. It therefore supersedes the delegation granted by the general meeting of 10 June 2025 under its 14th resolution.

## **22. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE ON SHARE CAPITAL INCREASES BY CAPITALISATION OF SHARE PREMIUMS, RESERVES, RETAINED EARNINGS AND OTHER ITEMS (RESOLUTION NO. 22)**

The Meeting, deliberating in accordance with the quorum and majority conditions required by the Articles of Association, having reviewed the Board of Directors' report, pursuant to Articles L. 225-129, L. 225-129-2 and L. 22-10-50 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the power to sub-delegate, its authority to increase the share capital, in one or more instalments, in such proportions and at such times as it shall determine, by capitalisation of all or part of the reserves, retained earnings, share issue premiums, merger premiums, contribution premiums or other amounts whose capitalisation is permitted by law and the Articles of

Association, by way of allotment of bonus shares or an increase in the par value of existing shares, or by combining both methods;

2. **resolves** that the nominal amount of the share capital increases that may be effected immediately and/or in the future pursuant to this delegation shall not exceed a total nominal amount of €5,000,000,000 (representing, on an indicative basis and on the basis of the current par value of four euro cents, a maximum of 125 billion shares);

3. **resolves** that fractional entitlements shall not be negotiable and that the corresponding shares shall be sold and the proceeds of such sale shall be allocated to the holders of the rights under the conditions provided by applicable law and regulations;

4. **grants** full powers to the Board of Directors, with authority to sub-delegate in accordance with applicable laws and regulations, to implement this delegation and, in particular, to:

- determine the dates, terms and conditions and other characteristics of the issuances;
- set the amounts to be issued and, more generally, take all measures necessary to ensure the successful completion thereof;
- decide that fractional entitlements shall not be negotiable or transferable, and that the corresponding equity securities shall be sold and the proceeds of such sale allocated to the holders of the rights in accordance with applicable laws and regulations;
- carry out all acts and formalities required to render the corresponding capital increase(s) definitive;
- record the share capital increase;
- apply for the listing of the issued securities and make the corresponding amendments to the by-laws;

5. **acknowledges** that, in the event that the Board of Directors were to make use of the delegation of authority granted to it under this resolution, the Board of Directors shall report to the next ordinary General Meeting, in accordance with applicable laws and regulations, on the use made of the authorisations granted under this resolution.

6. **resolves** that this delegation is granted for a period of 26 months as from the General Meeting. This delegation shall, as from this day, supersede and render ineffective any prior delegation having the same purpose. It therefore supersedes and renders ineffective the delegation granted by the General Meeting of 10 June 2025 pursuant to its 15th resolution.

**23. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A SHARE CONSOLIDATION BY EXCHANGE OF SECURITIES (RESOLUTION NO. 23)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report:

1. **resolves** to consolidate the shares comprising the share capital of the Company and delegates to the Board of Directors, with the power to sub-delegate under the conditions set by law, its powers to proceed with the consolidation of the shares comprising the share capital of the Company, such that a maximum of ten old shares shall be exchanged for one new share;
2. **authorises** the Board of Directors, as necessary for such purpose, to make use of the authorisations and delegations referred to in the 11th and 12th resolutions above to cancel such number of shares of the Company as may be necessary so that the share capital is divided into a whole number of shares divisible by ten at most;
3. **acknowledges** that, pursuant to Article 6 of Decree No. 48-1683 of 30 October 1948, shareholders holding a number of old shares less than the number required to proceed with the consolidation will be required to purchase or sell shares as necessary to complete the consolidation within a period of thirty days from the commencement of the consolidation operations;
4. **acknowledges** that shares that cannot be individually allotted and that correspond to fractional entitlements shall be sold under the conditions and procedures of Articles L. 228-6-1 and R. 228-12 of the French Commercial Code, and that the proceeds of such sale shall be distributed proportionally to the fractional entitlements of each rights holder;
5. **acknowledges** that, at the end of the consolidation period, shares that have not been consolidated shall lose their voting rights and shall no longer be included in the calculation of the quorum, and their rights to future dividends shall be suspended, it being specified that consolidated shares shall then each carry one vote;
6. **resolves** that the new shares resulting from the consolidation shall have the same characteristics and confer the same rights as the old shares they replace;
7. **grants** all powers to the Board of Directors, with the power to sub-delegate, for the purpose of:
  - implementing the consolidation;
  - setting the commencement date of the consolidation operations, which shall occur no earlier than the expiry of a period of fifteen days following the date of publication of the consolidation notice that shall be published by the Company in the Bulletin des annonces légales obligatoires (BALO);
  - publishing all notices and carrying out all formalities required by law;
  - recording and determining the exact number of shares to be consolidated and the exact number of shares resulting from the consolidation prior to the commencement of the consolidation operations;
  - where applicable, suspending, for a period not exceeding three months, the exercise of securities giving access to the share capital, in order to facilitate the consolidation operations;
  - carrying out all transactions and formalities and entering into all agreements in connection with the sale of fractional entitlements; carrying out the consequential amendments to the Articles of Association;
  - determining and carrying out, where applicable, the adjustment (including by way of cash adjustment) of the rights of beneficiaries of share subscription or purchase options, free share allotments and holders of all securities giving access to the share capital of the Company;
  - carrying out all required publication formalities; and

- more generally, doing everything that is useful and necessary for the purpose of implementing the consolidation of the Company's shares under the conditions described above and in accordance with applicable regulations.

The authorisation granted to the Board of Directors pursuant to this resolution shall be valid for a period of 12 months from the date of the Meeting. This delegation supersedes, with effect from this day, any prior delegation having the same object. It therefore supersedes the delegation granted by the general meeting of 10 June 2025 under its 18th resolution.

**24. AMENDMENT OF THE CORPORATE PURPOSE OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF ARTICLE 2 OF THE ARTICLES OF ASSOCIATION (RESOLUTION NO. 24)**

**resolves** to amend Article 2 of the Articles of Association of the Company by amending its corporate purpose as follows:

<i>Current version</i>	<i>Proposed new version</i>
<p><i>The Company's corporate purpose, in France and abroad, is:</i></p> <ul style="list-style-type: none"> <li>- <i>the publishing, purchase, sale and production of all digital content, by telecommunications or on a website, all commercial advice and services provided online from a computer database or the internet or digital content generally;</i></li> <li>- <i>consulting, designing, developing, implementing, hosting, managing, distributing, purchasing and commercialising, in any form whatsoever, digital or non-digital services, technologies and content, based on information technologies;</i></li> <li>- <i>advertising canvassing and the management of advertising space on all digital media;</i></li> <li>- <i>commercial, administrative and technical consulting and assistance to all companies or bodies, whether public, semi-public or private;</i></li> <li>- <i>participation in all brokerage and intermediary transactions;</i></li> <li>- <i>participation by the company, by all means and in any form whatsoever, in all businesses and all companies, existing or to be created;</i></li> <li>- <i>the management of a securities portfolio, the acquisition of all corporate rights in all their forms, of all tangible or intangible assets, moveable or immovable, in whole or in part, all for its own account;</i></li> </ul>	<p><i>"The Company's corporate purpose, in France and abroad, is:</i></p> <ul style="list-style-type: none"> <li>- <i>consulting, designing, developing, implementing, hosting, managing, distributing, purchasing and commercialising, in any form whatsoever, digital or non-digital services and content, including from computer databases, the internet or digital content generally, technology solutions and digital or non-digital service provisions, based in particular on new technologies;</i></li> <li>- <i>commercial, administrative and technical consulting and assistance to all companies or bodies, whether public, semi-public or private;</i></li> <li>- <i>participation by the company, by all means and in any form whatsoever, in all businesses and all companies, existing or to be created;</i></li> <li>- <i>the management of a securities portfolio, the acquisition of all corporate rights in all their forms, of all tangible or intangible assets, moveable or immovable, including in digital form, such as Bitcoin and digital assets, in whole or in part, all for its own account;</i></li> <li>- <i>participation by the company in all commercial or industrial transactions that may be directly or indirectly connected, in any form or manner whatsoever, to the aforementioned corporate purpose, and generally all commercial, industrial, moveable or</i></li> </ul>

<p>- participation by the company in all commercial or industrial transactions that may be directly or indirectly connected, in any form or manner whatsoever, to the aforementioned corporate purpose, and generally all commercial, industrial, moveable or immovable, and financial transactions that may be directly or indirectly connected, in whole or in part, to the corporate purpose and to all similar or related objects, likely to facilitate the extension or development thereof.</p>	<p>immovable, and financial transactions that may be directly or indirectly connected, in whole or in part, to the corporate purpose and to all similar or related objects, likely to facilitate the extension or development thereof."</p>
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**25. CHANGE OF CORPORATE NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF ARTICLE 3 OF THE ARTICLES OF ASSOCIATION (RESOLUTION NO. 25)**

The Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report:

**resolves:**

- i. to replace, with effect from the date of the Meeting, the current corporate name "THE BLOCKCHAIN GROUP" with the corporate name "Capital B".
- ii. consequently, to amend Article 3 "Corporate Name" of the Articles of Association, which shall henceforth read as follows:

*"The name of the Company is Capital B. All acts and documents emanating from the Company must state the corporate name, immediately preceded or followed by the words "société anonyme", or the initials "S.A.", "à conseil d'administration", and the statement of the amount of the share capital."*

**26. AMENDMENT OF THE ARTICLES OF ASSOCIATION IN LIGHT OF THE PROVISIONS OF LAW NO. 2024-537 OF 13 JUNE 2024, KNOWN AS THE "ATTRACTIVENESS" LAW (RESOLUTION NO. 26)**

The general meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report, **resolves:**

1. With respect to participation in Board of Directors meetings by remote means:
  - i. to bring Article 13 of the Articles of Association into line with the provisions of Article L. 22-10-3-1 of the French Commercial Code as amended by Law No. 2024-537 of 13 June 2024 known as the "Attractiveness" Law; and
  - ii. to amend, consequently and as follows, paragraph 2 of Article 13.4, the remainder of the article remaining unchanged:

<i>Current version</i>	<i>Proposed new version</i>
<p><b>2. The Board of Directors shall only deliberate validly if at least half of its members are present or represented.</b></p> <p><i>The Board of Directors may adopt internal rules providing that directors attending meetings by means of videoconference or</i></p>	<p><b>2. The Board of Directors shall only deliberate validly if at least half of its members are present or represented.</b></p> <p><i>Directors attending meetings by means of telecommunications enabling their identification and guaranteeing their effective</i></p>

<p><i>telecommunications enabling their identification and guaranteeing their effective participation in accordance with applicable regulations shall be deemed present for the purposes of calculating the quorum and majority. However, this procedure may not be used (i) for the preparation of the annual financial statements and the management report or the preparation of the consolidated financial statements and the group management report, and (ii) for the appointment or removal of the Chairman of the Board, the Chief Executive Officer and the Deputy Chief Executive Officers, or for the setting of their remuneration.</i></p> <p><i>Resolutions are passed by a simple majority of members present or represented.</i></p> <p><i>A director may grant, even by letter or fax, a proxy to another director to represent him or her. Each director may hold, at any given meeting, only one proxy.</i></p> <p><i>In the event of a tied vote, the Chairman shall have a casting vote.</i></p>	<p><i>participation in accordance with applicable regulations shall be deemed present for the purposes of calculating the quorum and majority.</i></p> <p><i>Resolutions are passed by a simple majority of members present or represented.</i></p> <p><i>A director may grant, even by letter or fax, a proxy to another director to represent him or her. Each director may hold, at any given meeting, only one proxy.</i></p> <p><i>In the event of a tied vote, the Chairman shall have a casting vote).</i></p>
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2. With respect to voting by written correspondence by members of the Board of Directors:

- i. to offer members of the Board of Directors the option of voting by written correspondence pursuant to the provisions of Article L. 225-37 of the French Commercial Code as amended by Law No. 2024-537 of 13 June 2024 known as the "Attractiveness" Law;
- ii. to replace the current paragraph 3 of Article 13.4 with the following text:

<p><i>Proposed new version</i></p> <p><i>3. Voting by written correspondence by members of the Board of Directors is authorised under the conditions provided by applicable law and regulations and the internal rules of the Board of Directors.</i></p>
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3. With respect to voting by written consultation by members of the Board of Directors:

- i. to bring Article 13 of the Company's by-laws into conformity with the provisions of Article L. 225-37 of the French Commercial Code as amended by Law No. 2024-537 of 13 June 2024, known as the 'Attractiveness Law'; and consequently;
- ii. to replace the current paragraph 4 of Article 13.4 with the following text:

<p><i>Proposed new version</i></p> <p><i>4. At the initiative of the person calling the consultation, Board of Directors' resolutions may be passed by written consultation, including electronically, without any physical meeting of the Board of Directors.</i></p> <p><i>Any Director may object to the use of written consultation. He or she must notify his or her objection in writing, including electronically, to the person calling the consultation within two (2) business days following receipt of the written consultation request. In the event of an</i></p>
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*objection, the person calling the consultation shall immediately inform the other Directors and convene a meeting of the Board of Directors. In cases of urgency, the person calling the consultation may set a shorter objection period.*

*The consultation shall take the form of a draft minutes expressly stating that it is a written consultation, accompanied by the documents necessary for the decision to be taken.*

*Each resolution submitted shall be presented separately with a response area (for/against/abstention) and a space allowing the Director to explain his or her position.*

*The written consultation request shall include the time limit within which it must be answered, which may not be less than four (4) business days from the date of dispatch of the request, as well as the form of the response, which may, where applicable, be electronic. In cases of urgency, the person calling the consultation may set a shorter response period, which may not however be less than the period provided for filing an objection.*

*In the absence of a response within the time limit set, the Director shall be deemed not to have participated in the consultation and not to have cast a vote.*

*The resolution is adopted if at least half of the Directors have participated in the consultation, and by a majority of the votes cast. In the event of a tied vote, the vote cast by the person calling the meeting shall be the casting vote.*

iii. consequently, to renumber paragraphs 3 and 4 as 5 and 6, without amending their text.

4. With respect to the Board of Directors' ability to bring the Articles of Association into compliance with legislative and regulatory provisions without a delegation from the extraordinary general meeting:

- i. taking note of the provisions of Article L. 225-36 of the French Commercial Code as amended by Law No. 2024-537 of 13 June 2024 known as the "Attractiveness" Law;
- ii. to add the following paragraph at the end of Article 13.5 "Powers of the Board of Directors" of the Articles of Association of the Company:

*Proposed new version*

*The Board of Directors shall make such amendments to the Articles of Association as are necessary to bring them into compliance with legislative and regulatory provisions, subject to ratification of such amendments by the next extraordinary general meeting*

5. With respect to the use of telecommunications means for the holding of general meetings:

- i. to bring Article 20.2 of the Articles of Association into line with the provisions of Article L. 225-103-1 of the French Commercial Code as amended by Law No. 2024-537 of 13 June 2024;
- ii. to amend Article 20.2 accordingly as follows:

<i>Current version</i>	<i>Proposed new version</i>
<p>(...)  <i>The Board of Directors shall have the option to decide that shareholders may participate and vote at any general meeting by videoconference or by any telecommunications means under the conditions set by applicable laws and regulations.</i></p>	<p>(...)  <i>The Board of Directors shall have the option to decide that shareholders may participate and vote at any general meeting by any telecommunications means under the conditions set by applicable laws and regulations.</i></p>

### **27. AMENDMENT OF ARTICLE 10 OF THE ARTICLES OF ASSOCIATION (RESOLUTION NO. 27)**

The general meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report:

1. **resolves** to amend Article 10 of the Articles of Association of the Company by deleting, from paragraph 4 of said article, the following sentence: "Furthermore, any natural or legal person, acting alone or in concert, who comes to hold or ceases to hold a number of shares representing a fraction equal to 50% or 95% of the share capital or voting rights, shall be required to inform the Autorité des Marchés Financiers no later than before the close of trading on the fourth trading day following the crossing of the above-mentioned ownership threshold, under the conditions provided by the general regulations of the Autorité des Marchés Financiers".

### **III. RESOLUTION WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING**

#### **28. POWERS FOR FORMALITIES (RESOLUTION NO. 28)**

The Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, grants all powers to the bearer of an original, a copy or an extract of these minutes to carry out all legal formalities.

### **IV – BUSINESS ACTIVITY SINCE THE BEGINNING OF THE FINANCIAL YEAR**

The progress of the Company's business activities and the significant events that occurred after December 31, 2025 are described in the Annual Financial Report made available to shareholders on the Company's website.

We believe that the information provided above will enable you to make decisions that are in your best interests.

Accordingly, we ask that you vote in favour of the resolutions submitted to you.

The Board of Directors