



**Société Anonyme**  
with a capital of 134.056.275 Euros  
Registered office : 5, Place Général Gouraud  
51100 REIMS  
348.494.915 R.C.S. REIMS

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**COMBINED GENERAL MEETING OF THE 6 JUNE 2024**  
Draft resolutions

**RESOLUTIONS UNDER THE COMPETENCE OF THE**  
**ANNUAL ORDINARY GENERAL MEETING**

**FIRST RESOLUTION**

Approval of the corporate financial statements for the year ended 31 December 2023

The Annual Ordinary General Meeting, having considered the reports of the Board of Directors and the Statutory Auditors on the annual financial statements of VRANKEN-POMMERY MONOPOLE for the financial year ending 31 December 2023, approves the said annual financial statements, as presented to it, showing a net profit of €3,095,514.

It also approves all measures and operations reflected in these financial statements, or summarised in these reports.

Consequently, it discharges the Board of Directors from its duties.

**SECOND RESOLUTION**

Approval of the consolidated financial statements for the year ended 31 December 2023

The Annual Ordinary General Meeting, having considered the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements of the VRANKEN-POMMERY MONOPOLE Group for the financial year ending 31 December 2023, approves the said consolidated financial statements, as presented to it, which show a net profit for the consolidated group of €6.104 thousand, and a net profit for the consolidated group share of €6.147 thousand.

It also approves all measures and operations reflected in these financial statements, or summarised in these reports.

**THIRD RESOLUTION**

Allocation of income for the year ended 31 December 2023

The Annual Ordinary General Meeting decides to allocate the net profit for the financial year ended December 31, 2023, amounting to:

	€3,095,514.56
• to which is added previous carry forwards of:	€74,288,406.32

Totalling:	€77,383,920.88
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as follows:

- to the special reserve for works of art:	€136,574.63
to the carry forward account, amounting to:	€70,097,678.25

with the balance of:	€7,149,668.00
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being distributed to the Shareholders at a proportion of €0.80 per share.

*This dividend shall be put out for payment as of 25 September 2024.*

*The Ordinary Annual Shareholders' Meeting acknowledges that:*

- *Dividends and similar distributions collected by natural persons domiciled in France must be subject to the flat-rate withholding tax (PFNL) of 12.80% stipulated in I.-1 of Article 117 quater of the General Tax Code (CGI) and to corporate withholdings of 17.20%, namely a total withholding of 30.00%;*
- *These withholdings are declared and paid by the distributing company no later than the 15th of the month following that during which the dividends are paid out (crediting of the dividend to the partner's current account, equivalent to payment);*
- *Laking any express, irrevocable option by the taxpayer for taxation on the progressive income tax schedule at the time the revenues are declared, the income tax is definitively liquidated on a basis equal to the gross dividend, without abatement, by application of the single flat-rate withholding (PFU) of 12.80% stipulated in Article 200 A of the CGI, deducting the PFNL paid by the distributing company;*
- *It is specified in this regard that in the case of opting for taxation by the progressive schedule, this is universal and includes all revenues, net gains, profits and credits falling under the scope of the PFU;*
- *If opting for taxation according to the progressive income tax revenue, in accordance with standing tax provisions and Article 243 bis of the CGI, and only for natural persons who are tax residents in France having so opted, this dividend will be fully eligible for the 40% abatement provided for in Article 158-3 of the CGI;*
- *Also when opting for taxation by the prograssive schedule, the aforementioned 40% abatement is applicable to the gross dividend collected and a fraction of the General social contribution (CSG), paid when collecting the revenue, is deductible from revenues at 6.80%; the PFNL paid by the distributing company is then allocated to the income tax, and any remainder is paid back;*
- *Natural persons belonging to a tax household whose reference tax revenue from the year before last is less than €50,000, for unmarried, divorced or widowed taxpayers, or €75,000, for taxpayers subject to common taxation, may asked to be exempted from the PFNL. The exemption request must be expressed no later than 30 November of the year preceeding that of the payment.*

*Furthermore, and in accordance with the law, the Ordinary Annual General Meeting duly notes that over the last three years, the dividends paid have been as follows:*

<i>Financial year</i>	<i>Total dividend</i>	<i>Dividend per share</i>	<i>Amount eligible for tax rebate of 40%(*) (Art. 158-3 of the French General Tax Code)</i>
<b><i>For 2020</i></b>	-	-	-
<b><i>For 2021</i></b>	<b><i>€7,149,668.00</i></b>	<b><i>€0.80</i></b>	<b><i>€0.80</i></b>
<b><i>For 2022</i></b>	<b><i>€7,149,668.00</i></b>	<b><i>€0.80</i></b>	<b><i>€0.80</i></b>

(\*) A 40% tax rebate is available only for dividends distributed to individuals who are tax residents of France.

#### **FOURTH RESOLUTION**

##### **Approval of regulated agreements**

*The Annual Ordinary General Meeting duly notes that the Statutory Auditors' report on regulated agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code has been presented to it, and approves as required the agreements described in it.*

#### **FIFTH RESOLUTION**

##### **Approval of non-deductible expenses**

*The Ordinary Annual Shareholders' Meeting, in accordance with article 223 quater and quinques of the General Tax Code, approves the amount of the excess amortizations and other amortizations and charges and non-deductible expenditures from the Company's taxable earnings, as defined in the Article of said Code, for amounts respectively of €278,489 and €15,938 and the total tax to which they correspond, which is about €73,607 at a notional corporate tax rate of 25%, excluding additional contribution.*

## SIXTH RESOLUTION

### Authorisation to be granted to the Board of Directors to purchase, hold or transfer shares in the Company

The Annual Ordinary General Meeting, having reviewed the Board of Directors' report, decides:

- to end the current share buyback programme approved by the Annual Combined Ordinary and Extraordinary General Meeting of June 1<sup>st</sup>, 2023;
- in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, European Regulation 596/2014 of 16 April 2014, the European regulations related to it, the French Monetary and Financial Code, the General Rules of the French Financial Markets Authority (AMF) and market practices allowed by the AMF, to authorise the Board of Directors to purchase Company shares on the stock market with the following objectives, in decreasing order of priority:
  - boost the share price or the liquidity of the share (through repurchase or sale), by an investment services provider acting independently under a liquidity contract,
  - purchase shares with a view to retaining them and subsequently using them in exchange or as payment in the context of external growth operations, up to a limit of 5% of the share capital,
  - award these shares to employees and authorised corporate officers of the Company or its Group, award stock options under the provisions of Articles L. 225-179 et seq. of the French Commercial Code, or award bonus shares under the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, or for their participation in the fruits of the Company's expansion or as part of a shareholding plan or a company savings plan,
  - deliver these shares upon the exercise of rights attached to securities giving right by conversion, exercise, redemption or exchange to the allocation of shares of the Company, in accordance with stock market regulations, or cancel these shares in order, notably, to increase the return on equity and earnings per share and/or to neutralise the dilutive impact on Shareholders of capital increase transactions; this last objective being subject to the exercise by the Board of Directors of the delegation granted to it by the Extraordinary General Meeting of June 1<sup>st</sup>, 2023, to reduce the share capital by cancelling treasury shares, a delegation which is being renewed today,
  - more generally, carry out of any transaction that is, or may in the future be, authorised by the regulations in force, or that is part of a market practice that is, or may in the future be, authorised by the French Financial Markets Authority (AMF);
- that the maximum purchase price per share may not exceed €37.50 (thirty-seven euros and fifty cents) excluding costs, taking into account the changes in the share price;
- that the Board of Directors may, however, adjust the aforementioned purchase price in the event of a change in the nominal value of the share, a capital increase by incorporation of reserves and allocation of bonus shares, a stock split or reverse stock split, amortisation or reduction of capital, distribution of reserves or other assets and any other transactions affecting shareholders' equity, to take into account the impact of such transactions on the value of the share;
- that the number of shares that may be held under this authorisation during the aforementioned period may not exceed 10% of the share capital, i.e. 893,708 shares, subject to legal and regulatory provisions limiting the number of shares that may be held by the Company directly or through a person acting in its own name but on behalf of the Company, with the Ordinary General Meeting duly noting that as consideration for the 57,111 treasury shares held at 27 March 2024, the maximum number of shares that VRANKEN-POMMERY MONOPOLE could acquire is 836,597 shares for a maximum amount of €31,372,387.75;
- that the theoretical maximum amount of funds intended for the completion of this share buyback program is €31,372,387.75 for 10% of the share capital, without prejudice to the 57,111 treasury shares held as of December 31, 2023;
- that the shares might be purchased by any means, in particular in full or in part by market transactions or by purchase of share blocks and, where applicable, by negotiated sale by public offer of purchase or exchange or by using optional mechanisms or derivative instruments and at the times the Board of Directors shall deem appropriate, including during a public offer within the limits set by stock market regulations. The shares acquired under this authorisation may be held, sold or transferred by any means, including by a sale of a block of shares, and at any time, including during a public offer;
- to confer, in view of ensuring the execution of this resolution, full powers to the Board of Directors, with the capacity to sub-delegate these powers, in particular to:
  - duly carry out the transactions, and determine the terms and conditions thereof,
  - negotiate and sign all contracts with any investment service provider of its choice acting in full independence in the framework of a liquidity contract,

- place all orders on or off the market through equity or loan funds,
- adjust the purchase price of the shares to take into account the effect of the aforementioned transactions on the share value,
- conclude all agreements, notably for the purpose of keeping records of share purchases and sales,
- carry out all declarations with the French Financial Markets Authority and other bodies,
- complete all other formalities, and generally, do whatever is necessary;
- that this authorisation is given for a period of 18 months as from the present Annual Ordinary General Meeting, i.e. until December 5, 2025.

*At the end of the period, any shares acquired in the framework of the present share buyback programme that have not been re-sold shall be listed in the Company's corporate financial statements under investment securities.*

*The shares held by the Company shall have no voting rights and the dividends attached to these shares shall be carried forward.*

**SEVENTH RESOLUTION**  
**Reappointment of a Director**

*The Annual Ordinary General Meeting, having noted that the term of office of Maïlys VRANKEN as Director expires at the end of this Meeting,*

*decides to renew it for a period of three financial years, i.e. until the meeting of the General Meeting that will decide in 2027 on the accounts for the financial year ending December 31, 2024.*

**EIGHTH RESOLUTION**  
**Reappointment of a Director**

*The Annual Ordinary General Meeting, having noted that the term of office of Michel FORET as Director expires at the end of this Meeting,*

*decides to renew it for a period of three financial years, i.e. until the meeting of the General Meeting that will decide in 2027 on the accounts for the financial year ending December 31, 2026.*

**NINTH RESOLUTION**  
**Approval of the information relating to the compensation of the corporate officers mentioned in part I of Article L. 22-10-9 of the French Commercial Code for the 2023 financial year**

*The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code included in said report, namely the total amount of compensation and benefits of any kind paid or allocated by the Company to the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer and the Members of the Board of Directors for the financial year ended December 31, 2023.*

**TENTH RESOLUTION**  
**Approval of the components of the compensation paid during or granted for the financial year ended December 31, 2023 to Paul-François Vranken, Chairman and Chief Executive Officer**

*The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the total amount of compensation, the compensation allocated for his duties as Director and the benefits of any kind paid by the Company during the financial year ended December 31, 2023 or allocated in respect of that financial year to Paul-François Vranken, Chairman and Chief Executive Officer, described in said report.*

### **ELEVENTH RESOLUTION**

#### **Approval of the components of the compensation paid during or granted for the financial year ended December 31, 2023 to Nathalie Vranken, Deputy Chief Executive Officer**

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the total amount of compensation, the compensation allocated for his duties as Director and the benefits of any kind paid by the Company during the financial year ended December 31, 2023 or allocated in respect of that financial year to Paul-François Vranken, Chairman and Chief Executive Officer, described in said report.

### **TWELFTH RESOLUTION**

#### **Approval of the compensation policy for executive corporate officers for the 2024 financial year**

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8-II of the French Commercial Code, the compensation policy for executive corporate officers for financial year 2024 as described therein.

### **THIRTEENTH RESOLUTION**

#### **Approval of the Directors' compensation policy for the 2024 financial year**

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8-II of the French Commercial Code, the compensation policy for Directors for the financial year 2024, as described therein.

### **FOURTEENTH RESOLUTION**

#### **Appointment of a Sustainability Auditor**

The Annual General Meeting, having taken note of order no. 2023-1142 of December 6, 2023 transposing into French law of the European Corporate Sustainability Reporting Directive Reporting Directive (CSRD), must appoint an auditor in order to guarantee the reliability of sustainability information.

Resolves to appoint AUCENTUR as Sustainability Auditor responsible for certifying sustainability information, for a period for a period of three financial years, i.e. until the Annual General Meeting Annual General Meeting to be held in 2027 to approve the accounts for the financial statements for the year ending December 31, 2026.

In the event that AUCENTUR does not obtain the necessary approval to audit the Sustainability Report,

The Annual General Meeting resolves to appoint the firm AUDITIS as Sustainability Auditor, to certify the sustainability information sustainability information, for a period of three financial years period of three financial years, i.e. until the Annual General Meeting meeting in 2027 to approve the financial statements for the year ending December 31, 2026.

### **FIFTEENTH RESOLUTION**

#### **Resignation for personal reasons of one of the Alternate Auditors and his replacement**

The Annual General Meeting, having taken note of the intention of one of the Company's Statutory Auditors, Mr Pascal EGO, to resign for personal reasons, retirement, from his position as alternate statutory auditor of the Company of his appointment as alternate statutory auditor of the Company, with effect from at the close of this Meeting.

resolves, in accordance with legal and statutory provisions, to to appoint Mr. Pascal EGOLE as Alternate Statutory Auditor, in place of in place of Mr. Pascal EGO :

CBA, a firm of Statutory Auditors, whose registered office is at  
Tour Exaltis - 61, rue Henri Regnault - 92400 COURBEVOIE, France.

for the remainder of its predecessor's term of office, i.e. until the Annual General Meeting called to approve, in 2025 on the financial statements for the year ending December 31, 2024.

**SIXTEENTH RESOLUTION**

*Powers to confer*

*The Annual Ordinary General Meeting confers full powers on the bearer of an excerpt or copy hereof to carry out all legal formalities.*

**RESOLUTIONS UNDER THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING**

**SEVENTEENTH RESOLUTION**

*Delegation of powers to the Board of Directors to reduce the share capital by cancelling treasury shares held by the Company*

*The Extraordinary General Meeting,*

*Having reviewed the report of the Board of Directors and the report of the Statutory Auditors and in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, resolves:*

- *to authorise the Board of Directors to reduce the share capital by cancelling, on one or more occasions, all or part of the shares that the Company holds or may come to hold following a buyback made under Article L. 22-10-62 of the French Commercial Code, within the limit of 10% of the total number of shares, per period of 24 months, by charging the difference between the purchase value of the cancelled shares and their nominal value to the available premiums and reserves, including in part to the legal reserve up to 10% of the cancelled capital;*
- *to authorise the Board of Directors to record the completion of the capital reduction(s), to amend the Articles of Association accordingly and to carry out all necessary formalities;*
- *to authorise the Board of Directors to delegate all powers necessary for the implementation of its decisions, in accordance with the legal provisions in force at the time of use of this authorisation;*
- *to set the period of validity of this authorisation at 18 months from the date of this Extraordinary General Meeting, i.e. until 5 December 2025, it being specified that these delegations and authorisations replace and cancel any such delegations and authorisations that may have been granted to the Board previously, up to the unused portion of this authorisation.*

**EIGHTEENTH RESOLUTION**

*Powers to be conferred*

*The Extraordinary General Meeting confers full powers on the bearer of an excerpt or copy hereof to carry out all legal formalities.*

***The Board of Directors***