

A decorative wave line that starts on the left, rises to a peak, falls to a trough, and then rises again towards the right. The line is colored with a gradient from blue to green to yellow to orange.

Information notice relating to the entry into related-party transactions pursuant to Article L. 22-10-13 of the French Commercial Code

On 28 February 2023, Clariane S.E. (the "**Company**") entered into a related-party agreement with Predica, Prévoyance Dialogue du Crédit Agricole ("**Predica**"), the Company's largest shareholder, holding 24.7% of its share capital and voting rights. Predica is also a member of the Company's Board of Directors as a legal entity and has a second director as a natural person appointed by the general meeting upon proposal of the Board of Directors.

This agreement is an amendment to the initial agreement entered into on 27 December 2023 relating to the establishment of a real estate partnership covering 11 assets in the United Kingdom, in the context of the implementation of the plan to strengthen Clariane's financial structure, the main terms of which were described in a press release of the Company published on 14 November 2023. This initial agreement was the subject of a notice of information published on 29 December 2023 (the "**Initial Agreement**").

In particular, the Initial Agreement provided for:

1. The implementation of a real estate partnership involving 11 assets and a land plot in the United Kingdom, representing a gross asset value of 198 million pounds sterling excluding taxes as of 30 June 2023 (the "**Vehicle**"). Predica subscribed for 90 million euros of bonds issued by Clariane & Partenaires Immobilier 5 ("**CPI 5**") and redeemable in preferred shares of CPI 5 (the "**ORA**").
2. The ORA were issued for a term of 5 years and bear a fixed coupon of 8% per year.
3. The main terms and conditions of the real estate partnership are as follows:
 - A return of 8% per year for Predica, increased by 2.5% in the event of capitalization of the interest due;
 - A repayment of the ORA in preferred shares at their maturity, *i.e.* five (5) years after their issuance;
 - An additional return of 2.5% per year for Predica from the repayment of the ORA in preferred shares and a priority right for Predica in the event of distribution of the proceeds from the sale of the assets of CPI 5;
 - A possibility for the Company to buy back the ORA from Predica at any time during the 4 years and 10 months following their issue;
 - A prohibition to transfer the securities of CPI 5 for Predica and the Company for 5 years and a prohibition to pledge the securities of CPI 5 for 10 years;
 - A possibility for Predica to exit the Vehicle from the 5th year with a priority right in favor of the Company;
 - In the absence of exercise by the Company of its priority right, a possibility for Predica or for CPI 5 to launch a sale process of all or part of the securities of the Vehicle or its assets from the 5th year, with the possibility to appoint a deputy executive Officer to lead the sale;
 - A sufficient power of the Company over the key decisions to maintain the accounting consolidation of the Vehicle by full integration pre-conversion of the ORA and its accounting treatment as "equity";

- Events of default including notably the opening of insolvency proceedings at the level of the Company, resulting in an acceleration of the repayment of the ORA in preferred shares of CPI 5 and giving in particular the right to Predica to buy back the securities or assets of CPI 5 with a discount of 20%.
4. CPI 5 will use the amount of the ORA subscribed by Predica for the repayment of the shareholder loan of the Company to CPI 5.

The objective of the Initial Agreement with Predica is to contribute to strengthen the Clariane Group's financial structure. The Initial Agreement was subject to a fairness opinion from the firm Finexsi, which concluded that it was in the interest of the Company.

The amendment was signed in the context of the Group's sale of all its activities and assets in the United Kingdom and sets out the conditions under which the ORA will be redeemed in CPI5 preferred shares, the terms and conditions for converting the preferred shares into CPI5 ordinary shares, and the distribution by CPI5 of the proceeds in the event of an asset sale.

The Company's Board of Directors authorized the signature of this amendment during its meeting of 28 February 2024, and in accordance with Article L. 225-38 of the French Commercial Code Mrs. Florence Barjou representing Predica and Mr. Matthieu Lance, appointed upon proposal of Predica, have not participated in the discussions and the vote.

This agreement will be submitted to the shareholders' general meeting for approval.

It is reminded that, in accordance with article R.22-10-17 of the French Commercial Code, the Company's latest net income (Group share) was -63.2 million euros as at 31 December 2023