

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

In connection with the capital increase with preferential subscription rights of up to approximately €236 million, to be carried out pursuant to the second resolution of the Combined General Meeting of Shareholders of 26 March 2024 (the "**Capital Increase**"), Clariane S.E. (the "**Company**") has entered into, with a group of financial institutions, including Crédit Agricole Corporate and Investment Bank, a subsidiary of the Crédit Agricole group, BNP Paribas, Natixis and Société Générale, acting as global coordinators, leaders (*chefs de file*) and bookrunners (the "**Global Coordinators**"), a placement agency agreement dated 13 June 2024 (the "**Placement Agency Agreement**").

It should be noted that the Capital Increase is part of the overall plan to strengthen the Company's financial structure, described in a press release issued by the Company on 14 November 2023 (the "**Financial Structure Strengthening Plan**").

The Placement Agency Agreement provides for representations and warranties customary for this type of transaction. The Global Coordinators' terms and conditions are customary for this type of operation.

The Placement Agency Agreement does not constitute a performance guarantee within the meaning of Article L. 225-145 of the French Commercial Code.

The Company's Board of Directors, at its meeting on 11 June 2024, decided to authorize, as necessary, the conclusion of the Placement Agency Agreement, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, insofar as it is entered into, in particular, with Crédit Agricole Corporate and Investment Bank, a subsidiary of the Crédit Agricole group, of which Predica, which holds more than 10% of the capital and voting rights of the Company, is also a subsidiary. Mrs Florence Barjou, representing Predica, and Mr Matthieu Lance, nominated on the proposal of Predica, members of the Board of Directors, did not take part in the discussions or vote. On this occasion, the Company's Board of Directors noted that the Placement Agency Agreement was in the Company's interest, in that it formed part of the Financial Structure Strengthening Plan.

This agreement will be submitted to the approval of the Shareholders' General Meeting.

For further information on the Financial Structure Strengthening Plan and the Capital Increase, please refer to the Company's press releases published on 14 November 2023 and 17 May 2024.

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