



Presentation of the Directors proposed for renewal or appointment

Since the terms of office as Directors of Anne Lange, Société Paul Ricard, represented by Patricia Ricard Giron, and Veronica Vargas are due to expire at the close of the Shareholders' Meeting of 27 October 2025, this Shareholders' Meeting will be asked (in the 4th, 5th and 6th resolutions), in accordance with the recommendations of the Nominations and Governance Committee, to reappoint them as Directors:

- Anne Lange would be appointed for a two-year term, expiring at the close of the Shareholders' Meeting to be held in 2027 to approve the financial statements for FY 2027;
- Société Paul Ricard, represented by Patricia Ricard Giron and Veronica Vargas, would be appointed for a four-year term expiring at the end of the Shareholders' Meeting to be held in 2029 to approve the financial statements for FY 2029.

These candidates were recommended by the Board of Directors based on their diverse and varied skills and expertise. Anne Lange will bring to the Board her digital and technological expertise, Patricia Ricard Giron her extensive knowledge of environmental issues and her expertise in sustainable development, and Veronica Vargas her experience in finance, mergers and acquisitions in large corporations.

Following a review, the Nominations and Governance Committee and the Board of Directors confirmed that Anne Lange and Veronica Vargas meet the AFEP-MEDEF independence criteria adopted by the Company.

Namita Shah has informed the Board that she is not seeking reappointment as a Director. On the recommendation of the Nominations and Governance Committee, the Board has therefore decided to propose the appointment of Albert Baladi (7th resolution) and Jean Lemierre (8th resolution) as Directors. Both would be appointed for a four-year term, expiring at the close of the Shareholders' Meeting to be held in 2029 to approve the financial statements for FY 2029.

The Nominations and Governance Committee, together with the Board of Directors, carefully examined the candidacies of Albert Baladi and Jean Lemierre, highlighting the complementary nature of their profiles as well as the quality of their professional backgrounds. Albert Baladi has extensive experience in the spirits and consumer goods industry and in the North American market, while Jean Lemierre has recognised financial and international expertise. Their respective expertise would therefore represent a valuable addition to the Board's work.

Following a review, the Nominations and Governance Committee and the Board of Directors also confirmed that Albert Baladi and Jean Lemierre meet the AFEP-MEDEF independence criteria adopted by the Company.

Albert Baladi, of Lebanese origin and residing in New York, is a recognised expert in the spirits and consumer goods industry. During his 13 years at Suntory Global Spirits (formerly Beam Suntory), he held the positions of President of the International Region, President of North America and then Chief Executive Officer. Under his leadership, Beam Suntory strengthened its international expansion and its position among the worldwide leaders in the spirits industry. Earlier in his career, Albert Baladi held various roles in Marketing and General Management at Procter & Gamble, PepsiCo and Yum! Brands, developing a strong expertise in brand strategy and international development.

Jean Lemierre, a French national, has been Chairman of the Board of Directors of BNP Paribas since 2014. He has had a distinguished career both nationally and internationally, having notably served as Director General of the French Treasury, Chairman of the European Union Economic and Financial Committee, and President of the European Bank for Reconstruction and Development (EBRD). Jean Lemierre is particularly recognised for his experience in financial and international matters.

Albert Baladi

A graduate of HEC Lausanne, Albert Baladi began his career at Procter & Gamble in 1987, where he held various roles in Marketing, notably as Head of Marketing for Ariel France. In 1994, he joined PepsiCo, where he served as Vice President of several divisions and brand groups before becoming General Manager of Pepsi-Lipton International from 2004 to 2007. He subsequently joined the group Yum! Brands as Chief Operations & Development Officer and later became Managing Director for the South Pacific region. In 2011, he joined Beam Suntory (now Suntory Global Spirits) where, over nearly 13 years, he successively held the positions of President of the Europe, Middle East Africa region, President of the International region, President of the North America region, and lastly Chief Executive Officer of the Group until 2023. Since then, he has been involved in a number of investments in start-ups and held various board advisory positions.

Jean Lemierre

A graduate of the Institut d'Études Politiques de Paris and the École Nationale d'Administration, Jean Lemierre held various positions within the French tax authorities, including as Head of Tax Legislation and Director General of Taxes. He was subsequently appointed as Chief of Staff to the French Minister of the Economy and Finance then Head of the French Treasury in October 1995. Between 2000 and 2008, he was President of the European Bank for Reconstruction and Development (EBRD). From 2008, he acted as an advisor to the Chairman of BNP Paribas, before becoming Chairman on 1 December 2014. Jean Lemierre also contributes his expertise to a wide range of corporate boards and financial institutions.

If the shareholders approve the above recommendations, at the close of the Shareholders' Meeting of 27 October 2025, the Board of Directors would comprise 15 members (including two directors representing employees), of which eight independent Directors (61.5%)⁽¹⁾ and six women (46.2%)⁽¹⁾, in accordance with the recommendations of the AFEP-MEDEF Code and the French law on balanced representation of women and men on Boards of Directors and gender equality in the workplace. Additionally, six Directors would be of non-French nationality (including the Directors representing employees).

4th resolution: Renewal of the directorship of Anne Lange



Anne Lange
Independent Director

COMMITTEES:



6th resolution: Renewal of the directorship of Veronica Vargas



Veronica Vargas
Director

COMMITTEES:



5th resolution: Renewal of the directorship of Société Paul Ricard, represented by Patricia Ricard Giron



Patricia Ricard Giron
Permanent representative of
Société Paul Ricard, Director

COMMITTEES:



⁽¹⁾ Directors representing employees are not taken into account for calculating the percentages of independence and gender balance in accordance with the AFEP-MEDEF Code and Article L. 225-27-1 of the French Commercial Code, respectively.

7th resolution: Appointment of Albert Baladi as a Director



Albert Baladi

Age: 61

Nationality:
Spanish and
Lebanese

Business address:
300 East, 23rd
Street, Apt 14A,
New York,
NY 10010
(United States)

**Number
of shares held
at 30 June 2025:**
N/A

PROFILE

A graduate of HEC Lausanne, Albert Baladi began his career at Procter & Gamble in 1987, where he held various roles in Marketing, notably as Head of Marketing for Ariel France. In 1994, he joined PepsiCo, where he served as Vice President of several divisions and brand groups before becoming General Manager of Pepsi-Lipton International from 2004 to 2007. He subsequently joined the group Yum! Brands as Chief Operations & Development Officer and later became Managing Director for the South Pacific region. In 2011, he joined Beam Suntory (now Suntory Global Spirits) where, over nearly 13 years, he successively held the positions of President of the Europe, Middle East Africa region, President of the International region, President of the North America region, and lastly Chief Executive Officer of the Group until 2023. Since then, he has been involved in a number of investments in start-ups and held various board advisory positions. More recently, he joined the Board of Directors of BIC in September 2025.

MAIN OFFICES AND POSITIONS HELD AT 30.06.2025

- Kenetik
- Ubikwi
- Vorto
- StrawberryFrog

OFFICES HELD OUTSIDE THE GROUP THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- Beam Suntory: 2019-2023
- International Alliance for Responsible Drinking: 2019-2023

8th resolution: Appointment of Jean Lemierre as a Director



Jean Lemierre

Age: 75

Nationality:
French

Business address:
BNP Paribas
16 boulevard des
Italiens 75009 Paris
(France)

**Number
of shares held
at 30 June 2025:**
N/A

PROFILE

A graduate of the Institut d'Études Politiques de Paris and the École Nationale d'Administration, Jean Lemierre held various positions within the French tax authorities, including as Head of Tax Legislation and Director General of Taxes. He was subsequently appointed as Chief of Staff to the French Minister of the Economy and Finance then Head of the French Treasury in October 1995. Between 2000 and 2008, he was President of the European Bank for Reconstruction and Development (EBRD). He became an advisor to the Chairman of BNP Paribas in 2008 and has been Chairman of BNP Paribas since 1 December 2014. He now contributes his expertise to a wide range of Executive Boards and financial institutions.

MAIN OFFICES AND POSITIONS HELD AT 30.06.2025

- BNP Paribas⁽¹⁾
- TEB Holding AS

OFFICES HELD OUTSIDE THE GROUP THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- Total Energies⁽¹⁾ 2016 to 23 May 2025

⁽¹⁾ Listed company.