



Convening Notice

COMBINED
SHAREHOLDERS' MEETING
WEDNESDAY MAY 20TH 2026
AT 9:30 AM CET





WELCOME

To Société BIC Combined Shareholders' Meeting

WEDNESDAY MAY 20, 2026
AT 9:30 A.M. CET (PARIS TIME)

COMET BOURSE

35 RUE SAINT-MARC
75002 PARIS, FRANCE

—
FOR MORE
INFORMATION



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MESSAGE

from the Chair of the Board of Directors

Dear Shareholders,

I am honored to invite you to attend Société BIC's Shareholder Meeting that I will be chairing for the first time as Chair of the Board of Directors. This meeting will be held on **Wednesday, May 20, 2026 at 9:30 a.m. CET at Comet Bourse, 35 rue Saint-Marc, 75002 Paris.**

The event is a unique opportunity to exchange with our shareholders. If you are unable to attend the meeting, we encourage you to vote by post or online. Alternatively, you may use the proxy form, which allows you to be represented by the Chair. We sincerely hope you will be able to vote and attend in person. You may however follow the meeting via the live webcast on the Group's investor relations website (in the "Shareholders' meeting" page).

Prior to the meeting, you may submit your questions to the following email address: investors.info@bicworld.com. All questions must be received before **Thursday, May 14, 2026.**

This convening notice contains all the practical information and guidance needed for you to participate in the meeting and vote. This year, you are being asked to vote on **twenty-three ordinary resolutions and five extraordinary resolutions.**

We especially invite you to support the ratification of the cooptation of the new Directors temporarily appointed by the Board: Rob Versloot, Albert Baladi, Geoffroy Bich, and Karen Guerra, who are respectively replacing Gonzalve Bich, Jake Schwartz, Timothée Bich, and Carole Callebaut-Piwnica. They are bringing to the Board of Directors their extensive experience both in operational leadership and governance roles in leading international companies in the industrial and consumer goods sectors. The renewal of the mandates of Albert Baladi, Geoffroy Bich, and Karen Guerra will also be submitted to the vote. Finally, we invite you to renew the mandates of Candace Matthews and Véronique Laury.

In accordance with our policy to deliver attractive shareholder returns, the Board of Directors will propose a dividend of €2.40 per share, which will be paid starting June 3, 2026.

2025 was a difficult year, but also a pivotal year for BIC. Our Executive Leadership Team was renewed with the arrival of Rob Versloot in September, and new members joining our Board of Directors, which I have the honor of chairing since May 2025. Our 2025 results reflect a contrasted and unpredictable global economic environment, marked by lower consumption across several of the Group's key regions, particularly in the United States.

However, our objective remains clear and unchanged: to return to sustainable growth and deliver first-class operational efficiency to create value for all our stakeholders. 2026 will be a transitional year in which the management team led by Rob Versloot, supported by our Board of Directors, will present and implement a new strategic plan.

Ahead of our meeting on May 20, I would like to thank you, on behalf of the Board of Directors, for your trust and continued engagement to BIC.

Édouard Bich
Chair of the Board of Directors



1. AGENDA

RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the parent Company financial statements for fiscal year 2025
2. Approval of the consolidated financial statements for fiscal year 2025
3. Appropriation of earnings for the fiscal year ended December 31, 2025 and setting the dividend
4. Statutory Auditors' special report on the related-party agreements
5. Authorization for the Board of Directors to trade in Company shares
6. Renewal of Candace Matthews as Director
7. Renewal of Véronique Laury as Director
8. Ratification of the co-optation of Rob Versloot as a Director to replace Gonzalve Bich
9. Ratification of the co-optation of Albert Baladi as a Director to replace Jake Schwartz
10. Renewal of Albert Baladi as Director
11. Ratification of the co-optation of Geoffroy Bich as a Director to replace Timothée Bich
12. Renewal of Geoffroy Bich as Director
13. Ratification of the co-optation of Karen Guerra as a Director to replace Carole Callebaut-Piwnica
14. Renewal of Karen Guerra as Director
15. Approval of the information on the remuneration of the Corporate Officers referred to Article L. 22-10-9 I of the French Commercial Code for fiscal year 2025 (ex-post vote)
16. Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted for fiscal year 2025, to Gonzalve Bich, Chief Executive Officer, until September 15, 2025 (ex-post vote)
17. Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted for fiscal year 2025, to Rob Versloot, Chief Executive Officer, from September 15, 2025 (ex-post vote)
18. Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted in fiscal year 2025, to Nikos Koumettis, Chair of the Board of Directors until May 20, 2025 (ex-post vote)
19. Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted in fiscal year 2025, to Édouard Bich, Chair of the Board of Directors from May 20, 2025 (ex-post vote)
20. Approval of the remuneration policy for the Executive Corporate Officers (ex-ante vote)
21. Approval of the remuneration policy for the Chair of the Board of Directors (ex-ante vote)
22. Approval of the remuneration policy for Directors (ex-ante vote)
23. Setting the total annual amount of remuneration for Directors for fiscal year 2026

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

24. Authorization to be granted to the Board of Directors to reduce the Company's share capital by cancellation of treasury shares
25. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing new ordinary shares and/or securities giving access to the capital, with preservation of Shareholders' preferential rights of subscription
26. Delegation of authority to be given to the Board of Directors to decide to increase the share capital on one or several occasions by incorporation of reserves, profits or premiums or other sums of money whose capitalization shall be accepted
27. Amendment to Article 8 bis of the Company's Articles of Association relating to threshold crossings
28. Authorization to perform formalities



2. 2025 PROFILE



BIC at a glance

26 million BIC products sold every day



160 countries

over 11,000 people⁽⁴⁾

~90 nationalities

€2,090m

Net sales in 2025, -0.9% growth at constant currency

13.6%

Adjusted EBIT margin in 2025

€4.74

Adjusted Earnings per share in 2025

€222m

Free cash flow in 2025

BIC's portfolio of brands



⁽¹⁾ Source: Euromonitor 2024, in value.

⁽²⁾ Source: BIC Estimates in value for 2024, excluding China.

⁽³⁾ Source: NIQ & Circana 2024, in value.

⁽⁴⁾ BIC workforce includes permanent employees, fixed-term contracts and non-salaried workers.



Financial and non-financial performance overview

FINANCIAL PERFORMANCE

Key KPIs	2024	2025
Net sales (€m)	2,197	2,090
<i>Change on a comparative basis (organic growth)</i>	+3.1%	<i>(4.7) %</i>
<i>Change on a constant currency basis</i>	+3.1%	<i>(0.9) %</i>
Adjusted EBIT (€m)	343	283
Adjusted EBIT margin (%)	15.6%	13.6%
Net income Group share (€m)	212	86
Group Earnings per share (€)	5.10	2.10
Adjusted Group Earnings per share (€)	6.15	4.74
Free cash flow	271	222

NON-FINANCIAL PERFORMANCE

Key KPIs	2024	2025
Energy consumption normalized to production (gigajoules/ton)	11.40	11.43
Renewable electricity used (%)	92	85
Total annual GHG emissions normalized to production (scope 1 & 2 location based) (tCO ₂ /ton)	0.87	0.87
Cardboard packaging coming from a certified and/or recycled source (%)	99	100
Plastic packaging that is reusable, recyclable or compostable (%)	85	84
Annual water withdrawals normalized to production (m ³ /ton)	4.04	4.01
Strategic suppliers involved in at least one responsible procurement action (%)	95	100



Delivering a sustainable future

At BIC, sustainability has guided our business for more than 20 years.

We are focused on minimizing our impact on the planet and maximizing the way we can make a positive contribution to society. In 2018, we launched a Sustainable Development program “Writing the Future, Together”, as sustainability remains an essential pillar to the Company’s strategic initiatives.

The program sets out our medium-term goals and provides a framework against which we can monitor, measure and report our progress.



“Writing the Future, Together” program five commitments:

01

Fostering sustainable innovation in BIC® products:

We are focused on creating simple, inventive products, designed to use more sustainable raw materials and provide longer lasting performance. We strive to optimize existing products and packaging and to create more sustainable innovation for the future.

02

Acting against climate change:

We deploy a global approach to energy consumption, prioritizing energy efficiency and the use of renewable energy sources. This contributes to cost control and reduces our carbon footprint.

03

Creating and maintaining a safe working environment:

Our commitment to ongoing improvement of the safety, health and well-being of our team members is a priority for us.

04

Proactively involving suppliers:

Being a responsible company requires control of our entire value chain. Our purchasing team analyzes all risks and selects and collaborates with our most strategic suppliers on implementing a responsible approach.

05

Improving lives through education:

Education has the power to change the world. We are passionate in our work to ensure that children around the world have access to education.





Key 2025 achievements:

100% of cardboard packaging comes from a certified and/or recycled source

47% reduction in Scope 1 greenhouse gas emissions compared to 2019

4% reduction of lost time incidents in BIC facilities in 2025 compared to 2024

100% of strategic suppliers were involved in at least one responsible procurement action to ensure the most secure, innovative, and efficient sourcing

245m children whose learning conditions have been improved since 2018

Partnerships and collaboration

We are proud that BIC is contributing to the United Nations (UN) Sustainable Development Goals, a framework that brings governments, business and civil society together to address the world's most intractable challenges. We also recognize that solutions to these problems come from working together.

Partnerships are essential to our "4R philosophy" of **reducing** our consumption of materials, using **recycled** alternatives, designing and manufacturing **refillable** products and packaging, and developing **recyclable** products. This philosophy contributes to our approach to the circular economy.

BIC is part of the **UN Global Compact**, the world's largest corporate sustainability initiative. By adopting the UN Global Compact's ten principles on human rights, labor, environment, and anti-corruption, BIC reaffirms the critical role that Sustainability has played in helping shape the Company's long-term success.



3. BIC IN 2025

3.1. OPERATIONS AND CONSOLIDATED RESULTS

CONDENSED PROFIT AND LOSS STATEMENT

(in million euros)	2024	2025
Net Sales	2,197	2,090
Cost of goods	1,094	1,071
Gross Profit	1,103	1,019
Operating and other expenses	813	863
Earnings Before Interest and Taxes (EBIT)	290	156
Finance revenue/costs	8	(17)
Income before tax	298	139
Income tax expense	(86)	(53)
Net Income Group Share	212	86
Group Earnings per share (in euros)	5.10	2.10
Average number of shares outstanding (net of treasury shares)	41,561,522	41,111,812

FY 2025 net sales were 2,090 million euros, down 0.9% at constant currency, mainly due to challenging performances in the US and Latin America in Human Expression and Flame for Life. This was partially offset by strong performance of Tangle Teezer, growth in Middle East and Africa and in Blade Excellence in Brazil.

FY 2025 gross profit margin was 48.8% versus 50.2% in FY 2024, driven by higher raw material and electricity costs, the negative impact of tariffs and unfavorable currency fluctuations. This was partially offset by favorable price and mix, continued manufacturing efficiencies and the positive contribution of Tangle Teezer.

FY 2025 adjusted EBIT margin was 13.6% compared to 15.6% last year, mainly driven by the decline in gross profit margin. The change in adjusted EBIT margin was positively impacted by lower operating expenses, more than offset by negative operating leverage.

FY 2025 non-recurring items amounted to 127 million euros (versus 53 million euros in 2024), mainly due to the disposal of BIC's Cello activities in India announced in October 2025 and the discontinuation of Skin Creative activities and Rocketbook announced in December 2025. This mainly includes:

- **104 million euros** related to the discontinuation of Skin Creative activities and Rocketbook, mainly including goodwill and intangibles impairment, as well as inventory and machinery write-offs. This includes the 19 million euros Rocketbook impairment charge of H1 2025;
- **11 million euros** related to the negative impact of Cello's disposal;
- **10 million euros** of fair value adjustment on the Power Purchase Agreement signed in 2023 in France and on the Virtual Power Purchase Agreement signed in 2022 in Greece.

NET INCOME AND EARNINGS PER SHARE

(in million euros)	2024	2025
EBIT	290	156
Finance revenue/costs	8	(17)
Income before tax	298	139
Net Income Group share	212	86
Group Earnings per share	€5.10	€2.10
Adjusted Net Income Group Share	256	195
Adjusted Group Earnings per share	€6.15	€4.74

2025 finance costs were 17 million euros mainly due to the unfavorable impact of the fair value adjustment of financial assets denominated in US dollar in Brazil and Mexico. This also includes the cost of financing related to the Tangle Teezer acquisition debt.

2025 effective tax rate was 38.0% vs. 28.8% last year. The increase is mainly driven by:

- the full impairment of Rocketbook and the Skin Creative activities following their announced discontinuation;
- the exceptional tax contribution, as voted under the French government's budget in February 2025.

Excluding these exceptional impacts, **the effective tax rate in 2025 was 28.3%**.

3

2025 GROUP PERFORMANCE BY DIVISION

NET SALES BY DIVISION

(in million euros)	Net Sales	
	2024	2025
Human Expression	814	736
Flame for Life	810	723
Blade Excellence	543	602
Other Products	30	30

EBIT AND ADJUSTED EBIT BY DIVISION

(in million euros)	EBIT		Adjusted EBIT	
	2024	2025	2024	2025
Human Expression	34	(62)	62	55
Flame for Life	263	218	269	216
Blade Excellence	83	84	101	96
Other Products	(4)	(5)	(4)	(5)
Unallocated Costs	(85)	(79)	(85)	(79)

EBIT MARGIN AND ADJUSTED EBIT MARGIN BY DIVISION

(in %)	EBIT Margin		Adjusted EBIT Margin	
	2024	2025	2024	2025
Human Expression	4.1%	(8.4)%	7.6%	7.5%
Flame for Life	32.4%	30.2%	33.3%	29.9%
Blade Excellence	15.2%	13.9%	18.5%	15.9%



2025 GROUP PERFORMANCE BY GEOGRAPHY

NET SALES BY GEOGRAPHY

(in million euros)	2024	2025	% as reported	% on a comparative basis	% at constant currency
Group	2,197	2,090	(4.8) %	(4.7) %	(0.9) %
Europe	698	736	+5.5%	(1.6) %	+6.0%
North America	819	750	(8.4) %	(8.7) %	(4.2) %
Latin America	425	365	(14.0) %	(4.4) %	(4.4) %
Middle East and Africa	162	166	+2.0%	+3.9%	+3.9%
Asia & Oceania	93	73	(21.3) %	(10.0) %	(15.8) %

3.2. FINANCIAL AND CASH POSITIONS

2025 Free Cash Flow generation was 222 million euros compared to 271 million euros last year. This decrease is mainly related to lower operating cash flow following softer business performance.

At the end of 2025, **Net Cash position was 234 million euros**, an increase of 45 million euros compared to last year.

MAIN BALANCE SHEET ITEMS

(in million euros)	December 31, 2024	December 31, 2025
Shareholders' equity	1,793	1,665
Current borrowings	167	164
Non-current borrowings	168	154
Cash and cash equivalents – Assets	456	461
Other current financial assets and derivative instruments	6	18
Net cash position	189	234
Goodwill and intangible assets	558	423
TOTAL BALANCE SHEET ⁽¹⁾	2,839	2,613

CONDENSED CASH FLOW STATEMENT

(in million euros)	2024	2025
Cash flow from operations	471	400
(Increase)/Decrease in net current working capital	18	7
Other cash flow from operations	(131)	(98)
Net cash from operating activities	358	309
Net cash from investing activities	(284)	(60)
Net cash from financing activities	(73)	(223)
Net Free Cash Flow net of bank overdrafts	1	26
Closing cash and cash equivalents net of bank overdrafts	456	461

(1) 2024 Balance sheet restated following the final purchase price allocation of Tangle Teezer, as well as reclassification of uncertain tax position from deferred tax liabilities to non-current tax liabilities.



3.3. DIVIDENDS

The Board of Directors of Société BIC proposes the distribution of dividends primarily based on:

- Group earnings;
- its capital allocation policy;
- balance sheet strength;
- comparisons with industry peers.

During the Annual Shareholders' Meeting on May 20, 2026, the Board of Directors will propose an ordinary dividend of €2.40 per share for the fiscal year 2025. The Dividend pay-out ratio (calculated with the ordinary dividend) was 50% for 2024 and will be 51% for 2025.

The ordinary dividends paid or to be paid for the last three fiscal years are as follows:

	Ordinary dividend <i>(in euros)</i>	Pay-out ratio^(a)
2023	2.85	50%
2024	3.08	50%
2025	2.40	51%

(a) Ordinary dividend / adjusted Group earnings per share.



3.4. STRATEGY AND OBJECTIVES

3.4.1 2026 FINANCIAL OUTLOOK ⁽¹⁾

In this year of transition and as BIC's renewed leadership team prepares its strategic plan, which will be presented later in the year, BIC anticipates, under current assumptions, **improving organic ⁽²⁾ net sales trends, a slight expansion in adjusted EBIT margin, as well as stable Free Cash Flow year-on-year.**

3.4.2 RISKS AND OPPORTUNITIES

We foresee the following major challenges in 2026:

- ongoing economic uncertainty due to the global geopolitical environment, including US tariffs;
- foreign currency volatility;
- uncertainty around input costs.

While many of these issues are beyond our control, BIC is relentlessly putting in place actions to minimize the related risks across our operations.

We, therefore, believe that our strongest growth potential remains the strength of our brands, the efficiency of our global supply chain and procurement, our commercial excellence, and our drive towards sustainable innovation.

The Company has no knowledge of any governmental procedures, legal or arbitration proceedings, which are pending or threatened, that may have, or have had over the last 12 months, material effects on the financial position or profitability of the Company and/or the Group.

3.4.3 PERFORMANCE GOALS

In 2025, the Group's key performance indicators are: net sales growth at constant currency, net sales growth on a comparative basis (organic growth), adjusted earnings before interests and taxes (EBIT), free cash flow generation and maintaining a strong balance sheet.

3.4.4 RECENT EVENTS

- Since the end of 2025, geopolitical tensions and the ongoing conflict in the Middle East created uncertainty in the region and in global logistics markets. Our utmost priority is to help and protect our team members. An action plan has been implemented to ensure their safety.

BIC generates a limited share of its net sales in the Middle East.

The situation and potential disruptions affecting certain maritime routes could result in increased transportation costs or longer delivery times. BIC is closely monitoring the situation and their potential consequences on its supply chain and, where appropriate, may adapt its sourcing and logistics

arrangements in order to mitigate potential disruptions. At the date of publication of this document, BIC is not in a position to reliably assess the potential financial impact that the situation could have on its future operations.

- The term of office of Héra Madiouni, Director representing employees appointed by the Group Committee on March 30, 2023, expired at the end of a three-year period. As such, the Group Committee met on February 25, 2026, and decided to renew her appointment for a three-year term.
- There was no other significant change in the financial position of Société BIC and its subsidiaries as a whole since December 31, 2025.

(1) As of the publication date of BIC's 2025 Universal Registration Document.

(2) Change on a comparative basis.



4. GOVERNANCE



Board of Directors

12 Directors

60% women⁽¹⁾

40% independents⁽²⁾

5 nationalities

13 board meetings in 2025

93% attendance rate



Édouard Bich
Non-Executive Chair and Director
Appointed Director on May 20, 2025. Appointed Non-Executive Chair by the Board on the same day.



Rob Versloot
Chief Executive Officer and Director
Coopted Director on September 12, 2025 (subject to ratification by the Annual General Meeting on May 20, 2026). Chief Executive Officer since September 15, 2025.



Albert Baladi
Independent Director
Coopted Director on September 12, 2025 (subject to ratification by the Annual General Meeting on May 20, 2026). Member of the Audit Committee and of the Nominations, Governance and CSR Committee.



Geoffroy Bich
Director
Coopted Director on September 12, 2025 (subject to ratification by the Annual General Meeting on May 20, 2026).



Marie-Aimée Bich-Dufour
Director
Appointed Director on May 22, 2019.



Sébastien Drecq
Director representing the employees
Appointed Director on October 3, 2024 by the Group's Works Council.



Esther Gaide
Lead Independent Director
Appointed Director on May 20, 2025 and Lead Independent Director on the same day. Chair of the Audit Committee and Member of Remuneration Committee.



Karen Guerra
Independent Director
Coopted Director on December 16, 2025 (subject to ratification by the Annual General Meeting on May 20, 2026). Chair of the Remuneration Committee and Member of the Nominations, Governance and CSR Committee.



Véronique Laury
Director
Appointed Director on May 16, 2023. Member of the Remuneration Committee, of the Audit Committee and of the Nominations, Governance and CSR Committee.



Héli Madiouni
Director representing the employees
Appointed Director on March 30, 2023 by the Group's Works Council. Member of the Remuneration Committee.



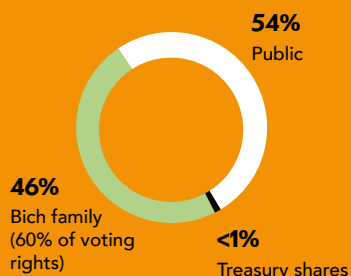
Candace Matthews
Independent Director
Appointed Director on May 10, 2017. Chair of the Nominations, Governance and CSR Committee, and Member of the Audit Committee.



Marie-Edmée Valléry-Radot
Director
Representing Société M.B.D. which was appointed Director on May 24, 2006.

Shareholding structure

As of December 31, 2025, the total number of shares issued by Société BIC was 40,861,314, representing 57,596,814 voting rights.



























BIC's Board members have extensive Executive Management experience and/or expertise in particular fields, notably finance, sales and manufacturing. Some Directors also have in-depth knowledge of BIC and its environment, having worked in the Company for many years.

⁽¹⁾ In accordance with French law, directors who represent employees are not included in the figures used to calculate the percentage of women on the Board.

⁽²⁾ Excluding Directors representing employees according to recommendation n°10 of the AFEP-MEDEF Corporate Governance Code.



4.1. THE BOARD OF DIRECTORS

	As of December 31, 2025	Personal information			Number of shares	Experience			Position on the Board			Committee Member		
		Age	Gender	Nationality		Number of directorships in listed companies ^(a)	Independence	Initial date of appointment	Term of office	Length of service on the Board	Audit Committee	Remuneration Committee	Nominations, Governance and CSR Committee	
Chief Executive Officer	 Rob Versloot (Executive)	58	M		20,000	-	2025	2028	4 months					
Chair of the Board	 Edouard Bich (Non-Executive)	61	M		(b)	-	2025	2028	7 months					
Directors representing Bich Family	 Marie-Aimée Bich-Dufour	67	F		(b)	-	2019	2027	7 years					
	 Geoffroy Bich	55	M		(b)	-	2025	2026	4 months					
	 Véronique Laury	60	F		500	1	2023	2026	2 years	•	•	•		
	 Société M.B.D. (Marie-Edmée Vallery-Radot)	37	F		12,886,000	-	2006	2027	20 years					
Independent Directors	 Karen Guerra	69	F		0 to date ^(c)	1	✓	2025	2026	1 month	C	•		
	 Albert Baladi	61	M		500 ^(d)	1	✓	2025	2026	4 months	•	•		
	 Esther Gaide	64	F		500	1	✓	2025	2028	7 months	C	•		
	 Candace Matthews	67	F		500	1	✓	2017	2026	9 years	•		C	
Directors representing employees	 Sébastien Drecq	48	M		69	-	2024	2027	1 year					
	 Héla Madiouni	42	F		1,131	-	2023	2026	3 years	•				

57 years
AVERAGE AGE

4
INDEPENDENT DIRECTORS

PARITY^(e)
60%
WOMEN

40%
MEN

5
NATIONALITIES

4

(a) Number of directorships held by the Director in listed companies outside the Group, including foreign companies, assessed in accordance with the recommendations of the AFEP MEDEF Corporate Governance Code.

(b) Holds over 100,000 BIC shares directly and indirectly through the family holding Company, Société M.B.D. On December 31, 2025, the holding Company had 12,886,000 shares, i.e., 31.5% of Société BIC's share capital and 40.8% of the voting rights.

(c) Karen Guerra has undertaken to purchase shares in the Company in order to comply with the Articles of Association and the Internal Regulations of the Board of Directors within a maximum period of six months.

(d) In order to comply with the Articles of Association and the Internal Regulations of the Board of Directors, Albert Baladi purchased his shares on January 23, 2026.

(e) Excluding Directors representing employees in accordance with Articles L. 22-10-7 and L. 225-27-1 of the French Commercial Code.

✓ Independence with the meaning of the criteria of the AFEP-MEDEF Code as assessed by the Board of Directors.

• Member of the Committee.

C Chair of the Committee.

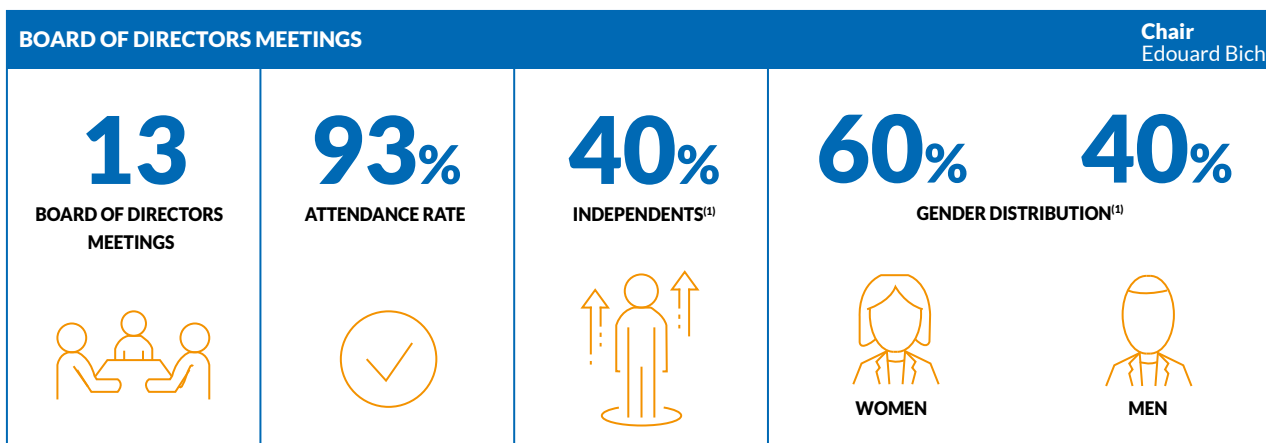


Expertise of the Directors

The diagram below shows the number of directors who have the competencies considered to be important for the Board:



Organization and work



(1) Excluding the Directors representing employees.

Topics addressed by the Board of Directors in 2025

In addition to these tasks, the Board also carried out the following work:

Financial management and results of the Company:

- review and approval of the 2024 annual financial statements and review of related press release;
- review and approval of the half-year and quarterly consolidated 2025 financial statements, and review of related press releases;
- presentation of the Statutory Auditors' work and review of their audit plan;
- discuss the Group's business operations, in particular its budget, results and cash flows;
- proposal of the allocation of results and choice of dividend allocation;
- review of the 2025 operating plan and rolling forecast and preliminary review of the 2026 operating plan;



- monitoring of the Group's M&A strategy (including the integration of Tangle Teezer);
- review and approval of the sale of BIC Cello;
- review of the discontinuation of Skin Creative activities (including Inkbox and Tattly) and Rocketbook;
- review of the financial guarantees granted by the Company;
- review of the work of the Audit Committee and related recommendations;
- review of the share buybacks program and subsequent share capital reduction.

Remuneration:

- review of the work of the Remuneration Committee and related recommendations;
- analysis of the remuneration of Corporate Officers;
- determination of remuneration principles and policy for fiscal year 2025;
- review of the terms and conditions of the remuneration elements granted to Rob Versloot in the context of his nomination.

Governance:

- review of the work of the Nominations, Governance and CSR Committee and related recommendations;
- review of the work of the *ad hoc* succession committee as part of the governance transition;
- review of the succession plans for the Executive Committee;
- review of the composition of the Board of Directors and its Committees and with respect to the recommendations of the AFEP-MEDEF Corporate Governance Code, notably with regards to the diversity of the profiles and experience;
- review of Independent Directors' qualifications;
- confirmation that the roles of Chair of the Board of Directors and Chief Executive Officer will remain separate;
- appointment of a Lead Director and definition of her duties;
- review of the Chief Executive Officer's performance in his absence;
- internal assessment of the composition and performance of the Board of Directors, self-evaluation deliberation and implementation of the resulting actions;
- convening and preparation of the 2025 Shareholders' Meeting and approval of the draft resolutions.

Risk management and compliance:

- review of compliance with the Sapin II law on transparency, the fight against corruption and the modernization of economic life;
- monitoring of the Group's strategy and progress in cybersecurity;
- presentation of the risk management procedure (including risk mapping);
- review of related party agreements;
- determination of blackout periods for the year 2026.

Strategy and development of the Company:

- review of the categories' strategy;
- update on the Group's shareholding;
- feedback from the markets following the publication of the results;
- results of the last survey conducted among the Group's employees to assess their engagement;
- review of CSRD topics, shared by the Group Sustainability Officer.

Dialogue with Shareholders and investors:

- information and discussion about variations in the expectations and focus of investors before and after the publication of results.



The Board of Directors and Corporate Social Responsibility

When developing and reviewing strategy, the Board pays particular attention to the social and environmental aspects of the Company's activities.

The specialized Committees of the Board of Directors are responsible for CSR issues related to their missions:

- the Audit Committee monitors the latest changes in the new extra-financial reporting requirements and the reliability of the calculation of extra-financial indicators;
- the Remuneration Committee ensures CSR criteria, including the climate and environment, are integrated effectively in the annual variable compensation paid to the Chief Executive Officer and in the long-term compensation paid to the Chief Executive Officer and Management;
- the Nominations, Governance and CSR Committee makes certain that the Board of Directors possesses CSR skills. It is also specified that at its meeting on February 19, 2024, the Board of Directors officially designated the Nominations, Governance, and CSR Committee as responsible for sustainability matters. This responsibility, now formally integrated into its missions, includes the oversight of all topics related to the CSRD.

Through its Nominations, Governance and CSR Committee, the Board of Directors is kept informed of the challenges facing the Company in the areas of social and environmental responsibility and non-financial performance. Through its Audit Committee, the Board also examines social and environmental risks and opportunities.

The Board also reviews and validates the Universal Registration Document, which sets out in its chapter on Corporate Social Responsibility and Performance, the Group's CSR strategy and information on its five pillars, as well as the sustainability statement. The Group also publishes a sustainability report on its website – which includes summarized CSR information – and which is also shared with the Board of Directors.

AUDIT COMMITTEE

Chair: Esther Gaide
4 members
Independents: 75%
Attendance rate: 92%
6 meetings

- Review of annual half-year financial statements
- Internal audit, internal controls, risk management, cybersecurity management, and insurance coverage
- Work of the Statutory Auditors and review of related-party agreements
- Review of potential acquisitions and divestitures (including analysis of the Cello divestiture) and post-mortem analysis of completed acquisitions
- Review of Rocketbook and Skin Creative's operations in connection with the decision to discontinue these operations
- Monitoring of the share buyback program

REMUNERATION COMMITTEE

Chair: Karen Guerra
4 members
Independents: 67%
Attendance rate: 90%
5 meetings

- Remuneration policy and associated payments to the Chair and Board members
- Remuneration policy for Corporate Executive Officers
- Review of the structure and philosophy of the short-term and long-term incentive plans
- Review of the remuneration elements granted to Rob Versloot in the context of his nomination

THE NOMINATIONS, GOVERNANCE AND CSR COMMITTEE

Chair: Candace Matthews
4 members
Independents: 75%
Attendance rate: 82%
8 meetings

- Evaluation of the performance of the Board of Directors and the Chief Executive Officer
- Review of the 2024 Corporate Governance Report and the 2024 Universal Registration Document
- Review of the composition of the Committees and the Board of Directors (renewal)
- Review of the CEO succession plan
- Monitoring of social, non-discrimination, and diversity policies
- Quarterly review of CSRD topics presented by the Group Sustainability Officer

5. REMUNERATION POLICY

5.1. CORPORATE OFFICER REMUNERATION

The Board of Directors follows the general guidelines drawn up within the framework of the recommendations of the AFEP-MEDEF Corporate Governance Code, for the design, review and implementation of its compensation policy. In accordance with the French Commercial Code ⁽¹⁾, this section of the report of the Board of Directors details the remuneration and benefits provided to Corporate Officers for or during FY 2025, as well as the applicable remuneration policy.

At the 2025 Shareholders' Meeting, Shareholders will be asked to vote on the following resolutions:

- approval of the Say-On-Pay information on the remuneration of Corporate Officers for 2025;
- approval of the remuneration of Gonzalve Bich, Chief Executive Officer until September 15, 2025;
- approval of the remuneration of Rob Versloot, Chief Executive Officer from September 15, 2025;
- approval of the remuneration of Nikos Koumettis, Chair of the Board until May 20, 2025;
- approval of the remuneration of Édouard Bich, Chair of the Board since May 20 2025;
- approval of the remuneration policy for Executive Corporate Officers ;
- approval of the remuneration policy for the Chair of the Board;
- approval of the remuneration policy for Directors ;
- approval of the envelope for the compensation to be allocated among members of the Board of Directors for 2026.



(1) Articles L. 22-10-28, L. 22-10-9, L. 22-10-34 and R. 22-10-14 in particular.



5.1.1 REMUNERATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

Revision of the corporate Executive Officer Remuneration Policy

Following the appointment of Rob Versloot as Chief Executive Officer, effective from September 15, 2025, the Board of Directors, on the recommendation of the Remuneration Committee, adjusted the remuneration policy applicable to the new Chief Executive Officer from the start of his term.

The remuneration policy approved by the Shareholders Meeting on May 20, 2025, provided for a fixed salary for the Chief Executive Officer of 950,000 US dollars per year and an annual target variable remuneration of 130% of the fixed salary, with a maximum of 195%.

In accordance with the information communicated to the market at the time of the appointment of Rob Versloot as Chief Executive Officer, the Board of Directors decided to adjust certain parameters of this policy to take into account his specific situation.

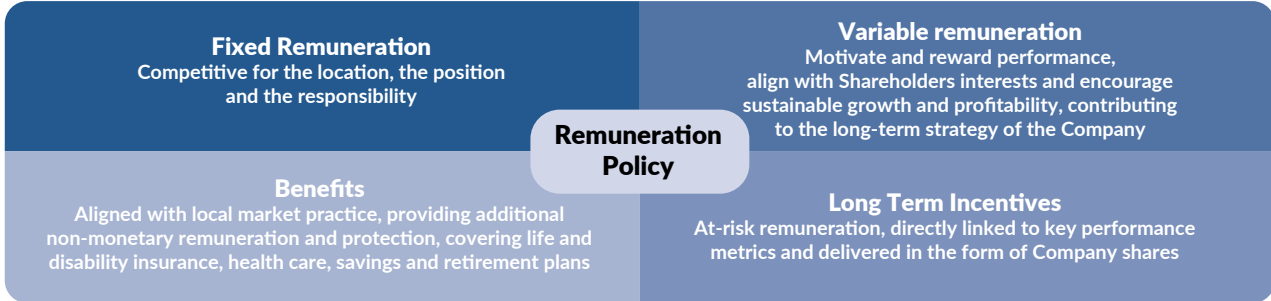
The annual fixed remuneration of the new Chief Executive Officer was thus set at 1,060,000 euros, prorated from the date he assumed office. Furthermore, the annual variable compensation has been defined with a target of 100% of the fixed compensation and a maximum of 150%, subject to the achievement of the financial and personal objectives stated in the approved remuneration policy and which would remain applicable.

In addition, the Board of Directors, upon recommendations from the Nomination and Remuneration Committees, decided at its meeting on February 24, 2026, to propose the payment of a special bonus of 200,000 euros for the year 2025.

These adjustments, which take into account the appointment made during the fiscal year, allow consideration of the shareholders' votes at previous general meetings in order to rebalance the compensation structure. This new remuneration policy is subject to the approval of the Shareholders Meeting of May 20, 2026, and is applicable retroactive to the beginning of the mandate.

Overview of remuneration structure

The overall remuneration package of the Executive Corporate Officers is based on the same compensation structure as all the Company's executives and is composed of four components. These components are balanced between fixed and at-risk elements of remuneration.



The overall remuneration package, and the mix between fixed and at-risk remuneration, is determined in the context of the local and global markets in which BIC competes for talent and the level of responsibility and impact of the team member. The competitiveness of the remuneration package is benchmarked both locally and globally, with our industry peers but also more broadly with companies of similar scope.

The Board of Directors, on recommendation of the Remuneration Committee, took the opportunity of the nomination of a new CEO, based in Europe, to review the mix between fixed and at-risk remuneration of the Executive Corporate Officer. External stakeholders had in the past commented on the weight of the short-term variable

remuneration in the overall package. The recommendation to have a more balanced approach has been taken into account and the at-target structure of the CEO remuneration is close to the market benchmark.

Shareholder votes with regard to the remuneration paid to the Chief Executive Officer and for the 2025 remuneration policy at the Annual Shareholders Meeting held in May 2025 were lower than in previous years, linked notably to the provisions put in place for the departure of the former CEO. The newly-appointed CEO is not linked to the majority shareholder, and the remuneration policy proposed, including the conditions in case of departure, have been aligned with the market for an experienced, international CEO.

2025 AGM Resolutions	Policy to be voted	% of positive votes 2025 AGM	% of positive votes 2024 AGM	% of positive votes 2023 AGM	% of positive votes 2022 AGM
10	Say-on-Pay report	92.13%	93.38%	93.43%	94.04%
11	Remuneration paid to Chief Executive Officer	80.30%	92.09%	90.41%	91.79%
13	Remuneration Policy – Executive Corporate Officers	90.02%	92.18%	91.01%	91.68%
12	Remuneration paid to Chair	99.80%	99.92%	99.93%	-
14	Remuneration Policy – Chair	98.73%	99.92%	99.93%	99.94%
15	Remuneration Policy – Board of Directors	99.80%	99.98%	99.98%	99.97%

Presented below is the report of the Board of Directors on the compensation policy for the Executive Corporate Officers of the Company which will be submitted to the Shareholders for their approval. The compensation policy outlined below was discussed and approved by the Board of Directors, on recommendation of the Remuneration Committee, in its meeting of February 24, 2026. At the time of publication of the 2025 Universal Registration Document, the appointment of an Executive Corporate Officer other than the CEO is not envisaged.

Fixed remuneration	CEO – 1,060,000 euros
Variable remuneration	CEO – Target at 100% Maximum at 150%
Long-term incentive plan	CEO – Maximum of 2,000,000 euros facial value The grant of performance shares for the 2026 calendar year will be voted at a Board meeting at the end of the first half of 2026. The level of grant and the associated performance conditions will be disclosed at that time.
Pension scheme	The Chief Executive Officer participates in the same supplementary pension plan as the other executives based in France.
Deferred commitments	The Chief Executive Officer has no deferred commitments.
Multi-year/exceptional variable remuneration	The CEO is not eligible to any multi-year remuneration. The Board of Directors, on recommendation of the Nomination and Remuneration Committees, decided at its meeting of February 24, 2026 to recommend to the Annual Shareholders' meeting the payment of an exceptional premium of 200,000 Euros for fiscal year 2025.
Remuneration in case of departure	The remuneration policy in case of departure was formally approved by the Annual General Meeting of May 29, 2024 and this policy remains unchanged. It is this policy that was detailed in the nomination letter for Rob Versloot and in the regulatory information published on June 20, 2025: <ul style="list-style-type: none"> • a non-compete clause, to be paid over a 12-month period and equivalent to 12 months fixed plus variable remuneration. The non-compete clause will not be paid in case of retirement; • a termination indemnity, subject to performance conditions, and equal to the 12-months fixed plus variable remuneration. In line with AFEP-MEDEF guidelines the combination of the non-compete payment and the termination indemnity will not exceed an amount equal to 24 months of base salary and annual bonus, and any termination indemnity will be subject to performance conditions. In addition, the Board reserves the right to allow the pro-rated vesting of any performance shares granted, in line with conditions outlined in paragraph 5.1.1.3 of this document.
Sign-on bonus	No sign-on bonus was awarded to Rob Versloot on nomination. In the case of a future nomination of an Executive Corporate Officer, hired externally, the Board of Directors reserves the right to pay a sign-on bonus. Any such bonus would be paid in line with current AFEP-MEDEF guidelines, covering only the loss of entitlements from which he or she previously benefited. The amount would be duly disclosed at the time it is determined, and disclosure would include details of whether the payment is periodic or deferred.
Other	Company car allowance/collective healthcare and welfare schemes in line with local benefit plans provided to all BIC executives and an annual housing allowance of 30,000 Euros in line with Company policy for expatriates.



5.1.1.1 Fixed remuneration

At the beginning of each year, the Board, on the recommendation of the Remuneration Committee, reviews the fixed remuneration of the Executive Corporate Officers for the fiscal year. The Board endeavours to respect the recommendation to only review the fixed remuneration of the Executive Corporate Officers on renewal of their mandate, but reserves the right to make adjustments during the course of the mandate should circumstances justify such adjustment. Any proposed adjustments will be based on the past performance of the

Executive Corporate Officer, the responsibilities and the complexity of the challenges to be faced for the years to come, personal qualities and market analysis for comparable functions.

Given the nomination of a new CEO in June 2025, no change to the fixed remuneration of the CEO will be proposed for the calendar year 2026. The amount that the shareholders will be asked to vote on is the fixed remuneration included in the regulatory information published at the time of nomination so an annual fixed remuneration of 1,060,000 Euros.



5.1.1.2 Short-term variable remuneration

The annual short-term variable remuneration for the Executive Corporate Officers of Société BIC is determined as a percentage of their fixed remuneration.

The variable remuneration for 2026 will be calculated based on three quantitative criteria which measure the achievement of financial objectives, a CSR criteria and a qualitative component based on personal objectives. The achievement of each criteria will be assessed individually and the target for 100% payout will be in line with the commitment of the Company as communicated in its press release of February 24, 2026 with regard to the 2026 financial outlook.

Payout of the bonus is designed to be strongly aligned with business results. For each financial objective:

- a minimum level of performance is set
- a target is recommended by the Audit and Remuneration Committees, and approved by the Board of Directors;

- a maximum payout is triggered by the achievement of a level of performance determined by the Board of Directors for the coming year.

Between each milestone, the payout is calculated by linear interpolation.

The Board of Directors, under the guidance of the Nominations, Governance and CSR Committee, have reviewed the process of determining and assessing the achievement of the personal qualitative objectives for the Chief Executive Officer. In order to ensure a robust and transparent assessment process, a revised achievement scale has been determined with clear objectives and measures. These annual targets are not disclosed for confidentiality reasons but the actual rate of achievement will be continue to be disclosed *ex-ante* in the Universal Registration Document. The targets have been decided by the Board of Directors, acting on the recommendation of the Nominations, Governance and CSR Committee, according to the priorities set by the Board.

Variable remuneration criteria (all at Group level)		2025	2026
2025 Financial Objectives	2026 Financial Objectives		
Net Sales, in value	Net Sales Growth as a percentage	25%	22.75%
Adjusted EBIT, in value	Adjusted EBIT margin as a percentage	25%	22.75%
Cash Conversion Cycle, in number of days	Free Cash Flow as reported	20%	19.5%
	Climate Objective		5%
Personal Objectives	Personal Objectives	30%	30%
TOTAL		100%	100%

For the 2026 calendar year, the climate objectives will count for 5% of the overall variable remuneration criteria. The Board of Directors in its meeting of February 24, 2026, on recommendation of the Nominations, Governance and CSR Committee, has defined the climate objective as requiring the design of the Company's ambition around plastic and the deployment of a plan to reduce the carbon footprint by a pre-defined target for the end of 2027. To embed this ambition within the Company, this same objective will be cascaded with the same weighting to all team members who are eligible for the Corporate Bonus Plan.

For 2026, which is the first full year for Rob Versloot as CEO, the qualitative objectives for the CEO will be linked to two main pillars: the transformation of the organization, with the development of a new strategic plan and the operating model to accompany the plan, and defining an action plan to ensure the company drives its future strategic roadmap. Conscious that 2026 will also be an important year of transition for the whole organization, the CEO will also have a portion of his individual objectives focused on employee engagement levels which will be measured through several surveys throughout the year.

The year-end assessment of the qualitative personal objectives will continue to be performed by the Nominations, Governance and CSR Committee, with the participation of all Directors, based on the specific targets for each criteria for the year, and is presented to the Board for review, discussion and approval. The assessment considers the overall achievement during the year of each criteria and results in a payout aligned with achievement.

5.1.1.3 Long-Term Incentives

Long-term incentive grants to executives and other critical team members are a core part of BIC's total rewards strategy. These grants align remuneration with business results and are an integral part of a competitive remuneration strategy.

Since 2005, the Board of Directors has, in line with the authorization granted by the Shareholders' Meeting, maintained a policy of granting shares (or options). The conditions of the performance share plan applicable to the Executive Corporate Officer are the same as those applied to all other beneficiaries of the plan. The vesting period for all plans in three years and delivery of the shares is based on business performance over the vesting period, aligning the interests of Shareholders and our team members. For the Achieving Horizon exceptional stock option granted in 2021 and detailed below, a five-year performance period was fixed to align with the timing of the Horizon Plan. The performance period linked to this plan closed on December 31, 2025 and this plan will not be renewed.

Grant of performance shares

For the Chief Executive Officer, the maximum market value at grant for each individual is as indicated below. The value has remained unchanged since February 2020 following a decision by the Board of Directors to come into line with market practice and grant Performance Shares in value and not in units.

Position	Maximum Market Value of Performance Shares at Grant Date
Chief Executive Officer	2,000,000 euros, representing circa 2 times the annual fixed remuneration

The total number of Performance shares granted to the Executive Corporate Officers (over the period covered by the resolution approved by the Shareholders' Meeting) will not exceed 0.4% of the share capital as of the date of the decision to grant the shares by the Board of Directors.

The Board of Directors has committed to making no change to the performance conditions in place for the existing share plans. New performance conditions will be implemented for the plans to be granted in 2026, and which will be the first plans to be granted to Rob Versloot.

Performance conditions for performance shares - plans granted in 2026

As the company continues to finalize its strategic roadmap, the Board of Directors, on recommendation of the Remuneration Committee, has decided during its meeting of February 24, 2026 to postpone the grants of shares for the 2026 calendar year. The 2026 Performance Share Plan is the opportunity for the Board of Directors to set performance criteria and targets that are fully aligned with the strategic plan and drive clear alignment for all shareholders. Full disclosure of the number of shares granted to the CEO and the performance conditions will be made at the time of the decision.

To the best of the Company's knowledge, no hedging instruments have been put in place by the Corporate Officers mentioned in AMF tables 6 and 7. Moreover, these Corporate Officers have made a formal commitment not to use hedging instruments.

For reference, the maximum IFRS value at grant for any stock options plans that could be granted to the Chief Executive Officer is as indicated below.

Position	Maximum IFRS Value of Stock Options at Grant Date
Chief Executive Officer	2,500,000 euros, representing circa 1.4 times the annual target remuneration

Delivery of Achieving Horizon Stock Option Plan

The Achieving Horizon Stock Options Plan was based on demanding long-term performance conditions, the achievement of which was assessed during the February 24, 2026 Board Meeting. The plan included a cliff effect for vesting and as the performance conditions were not met, none of the options granted may be exercised. All beneficiaries have been informed and the stock options have been cancelled.

Shareholding Requirement Guidelines

BIC Executive Corporate Officers and Executive Committee members are required to retain 20% of shares granted as registered shares throughout their time in office. The 20% holding requirement applies to each grant and:

- is reduced to 10% when the Chief Executive Officer and the Executive Vice-President own the equivalent of five or three years, respectively, of their base remuneration in BIC shares;
- is waived when, and so long as, Executive Committee members own the equivalent of two years of their base remuneration in BIC shares ⁽¹⁾.

Achieving Horizon Stock Option Plan

In 2021, the Board decided to leverage the use of stock options to strengthen the alignment of Senior Management and Shareholders with regard to the delivery of the Horizon strategy. After approval of the Annual General Shareholders Meeting in May 2021, a one-time exceptional grant of options, restricted to certain key executives including the CEO, was decided, based on performance conditions and a 5-year vesting period. No further grants will be made under this plan which was implemented on an exceptional basis.



Conditions for retaining share-based entitlements in the event of departure

Performance shares

On the recommendation of the Remuneration Committee, the Board of Directors has clarified the rules applicable to performance shares in the event of the departure of an Executive Corporate Officer, to limit the situations where the Company has to rely on a discretionary assessment at the time of such departure.

In all cases, the performance conditions continue to apply throughout the specified vesting period and shares can only vest in advance of the initial vesting date in the case of death of the Executive Corporate Officer. In all other situations, the initial vesting date will apply.

(1) The reference for base salary is the annual gross base salary at December 31 in the previous year (Year Y-1). The number of shares that must be held is calculated using the average share price at close of market for the final 30 trading days in the previous year (Year Y-1), multiplied by the average closing exchange rate in the previous year (Year Y-1).



Event occurring before the vesting date	Outcome
Resignation from the position of Executive Corporate Officer before the term of office and unrelated to a succession plan	Complete forfeiture of any unvested awards.
Death or disability	Eligibility to full grant maintained under the standard plan provisions and as per Article L. 225-197-3 of the French Commercial Code.
Departure due to retirement or statutory age limit	Eligibility to full grant maintained under the standard plan provisions.
Resignation of Executive Corporate Officer in connection with an orderly succession plan	Partial eligibility on a pro-rata temporis basis, over the period from the grant date to termination date and subject to Board approval.
Dismissal of Executive Corporate Officer by decision of the Board	

5.1.1.4 Pension plans

The Executive Corporate Officers are eligible to supplementary pension plans in accordance with the legislation of the country in which they are employed.

The Chief Executive Officer benefits, under the same conditions as the Group's senior executives based in France, from a supplementary defined-contribution pension scheme governed by Article 83 of the French General Tax Code.

The Company's commitment is limited to the payment of contributions. For the 2025 financial year, the amount of contributions paid by the Company on behalf of Rob Versloot amounted to €6,657.

5.1.1.5 Benefits in kind

Executive Corporate Officers may receive a company car or an equivalent car allowance and standard health, life and disability coverage, equivalent to the benefits granted to other BIC Executive leaders based in the same country.

5.1.1.6 Termination Payment and Sign-on Bonus

Gonzalve Bich was not eligible to the payment of a termination indemnity upon leaving the Company.

The Executive Corporate Officer Remuneration Policy voted at the 2024 and 2025 Annual General Meetings remains in place and gives the Board the right to:

- implement a termination indemnity, subject to pre-determined performance conditions and in line with AFEP-MEDEF Code guidelines. Payment of the termination indemnity is excluded in the event of departure due to retirement or if the beneficiary is over 65 years of age;
- provide for a sign-on bonus reflecting the personal circumstances of a new Executive Corporate Officer hired from outside the Company. This benefit would only compensate the new Executive Corporate Officer for the loss of entitlements from which he or she previously benefited. The amount would be duly disclosed at the time it is determined, including if the payment is periodic or deferred.

As disclosed in the regulatory information published at the time of nomination, there was no sign-on bonus paid to Rob Versloot, however the terms and conditions of his nomination include a termination payment clause.

5.1.1.7 Other components

As part of the Executive Corporate Officer Remuneration Policy, the Board also reserves the right to enter into a non-compete agreement. The conditions of the non-compete clause include the possibility for the Board to waive its payment, and the combined amount of the non-compete clause and any termination indemnity would not exceed the 2-year ceiling of fixed plus variable remuneration as recommended by the AFEP-MEDEF Code.

As disclosed, the terms and conditions of Rob Versloot's nomination include a 12-month non-compete clause covering the both the geographical and product scope of the company with an indemnity corresponding to twelve months of the fixed remuneration received during the twelve (12) months preceding the date of our departure to which will be added the last variable remuneration received over the same period as CEO. The payment of this indemnity would be made on a monthly basis.

In accordance with French corporate governance, the Board of Directors reserves the right to waive the non-compete clause and the payment of the non-compete indemnity will be excluded in the event of retirement and in any case it cannot be paid beyond the age of 65.

5.1.1.8 Claw back clause

Where a beneficiary is found guilty of misconduct by the Board while employed by or providing services to the Company, the Board of Directors may, at its sole discretion, seek the repayment of:

- the last annual variable remuneration paid to the incumbent; and
- the last long-term incentive delivered to Executive Corporate Officers.



6. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

Annual General Meeting to approve the financial statements for the year ended December 31, 2025

This is a free translation into English of the statutory auditors' special report on regulated agreements with related parties that is issued in the French language and is provided solely for the convenience of Englishspeaking readers. This report on regulated agreements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the General Assembly of Société BIC,

In our capacity as Statutory Auditors of your company, we hereby report to you on regulated agreements with related parties.

The terms of our engagement do not require us to identify such agreements, if any, but to communicate to you, based on information provided to us, the principal terms and conditions, as well as the reasons justifying the interest for the Company, of those agreements brought to our attention, without expressing an opinion on their usefulness and appropriateness. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (*Code de Commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

In addition, we are required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code concerning the implementation, during the year, of the agreements previously approved by the Shareholders' Meeting.

We conducted our procedures in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement.

Agreement authorised during the prior period and submitted to the approval of the General Assembly Agreement authorised during prior periods and concluded in the current year, that haven't been approved by the General Meeting

Pursuant to Article L.225-40 of the French Commercial Code, we have been notified of the following agreement authorised during the past financial year, which was included in our special report on regulated agreements for 2024 and which has not been the subject of prior approval from the General Assembly which ruled on the 2024 accounts. This agreement was concluded on the September 16, 2025.

Consulting Agreement dated September 16, 2025

Who is concerned:

Mr. Gonzalve Bich, Chief Executive Officer of the BIC Group until September 15, 2025

Nature, purpose and conditions:

This agreement between BIC Corporation and Gonzalve Bich, authorized prior to its signature by the Board of Directors on December 11, 2024 and not entered into on the same date, relates to his succession. At this date, Mr. Gonzalve Bich was Chief Executive Officer of the Bic Group. The agreement stipulated that at the end of his mandates, Gonzalve Bich will serve as Senior Advisor to the Board of Directors of BIC for a period of 6 months. As such, a consulting agreement will be entered into with BIC Corporation (on the date of departure) and Gonzalve Bich will be paid a fee of 350,000 US dollars in consideration of the services provided. The agreement was concluded on September 16th 2025, after the end of his mandate as Chief Executive Officer of the company. During the year, the agreement led to payments of 233,333 US dollars.





Reasons why the agreement is beneficial for the Company:

The conclusion of this agreement ensures an orderly and gradual transition so that the Group can maintain its momentum, its profitable growth trajectory and its commercial discipline.

Agreement already approved by the General Assembly

Agreement authorised and concluded in the prior year which were approved during the year

Pursuant to Article L.225-30 of the French Commercial Code, we have been notified that the following agreement, already approved by the General Assembly in prior years, proceeded in the current year.

Succession agreement dated December 11, 2024

Who is concerned:

Mr. Gonzalve Bich, Chief Executive Officer of the BIC Group until September 15, 2025

Nature and purpose:

This agreement between BIC and Gonzalve Bich, authorized prior to its signature by the Board of Directors on December 11, 2024 and concluded on the same date, relates to his succession, following the announcement of his departure as Chief Executive Officer. It aims to set the financial conditions for his departure as well as to organize the transition and governance arrangements in order to ensure the continuity of the Group's activities. The succession agreement was approved by the General Assembly on May 20, 2025.

Conditions:

- base salary will remain unchanged at 950,000 US dollars per annum. During 2025, the agreement led to a payment of 710,192 US dollars;
- target variable remuneration will remain unchanged as will the split between individual (30%) and financial (70%) criteria. During 2025, the agreement led to a payment of 826,153 US dollars;
- the facial value of the free shares to be granted in 2025 will be consistent with previous years at 1,700,000 US dollars;
- Gonzalve Bich will continue to vest on a prorata temporis basis in the free shares granted during his mandate according to the calendar and performance conditions of each plan;
- at the end of his mandate, Gonzalve Bich will receive a non-compete indemnity to the amount of 1,800,000 US dollars covering a twelve-month period starting on the date of his departure and subject to the respect of the terms and conditions of the non-compete provisions. During 2025, the agreement led to a payment of 450,000 US dollars;
- continued coverage under the company health insurance plan for a period of 24 months following departure. During 2025, the agreement led to a payment of 61,006 US dollars.

Reasons why the agreement is beneficial for the Company:

The conclusion of this agreement ensures an orderly and gradual transition so that the Group can maintain its momentum, its profitable growth trajectory and its commercial discipline.

Neuilly-sur-Seine and Paris-La Défense, March 25, 2026

The Statutory Auditors
French original signed by

Grant Thornton

French Member of Grant Thornton International

Virginie Palethorpe

ERNST & YOUNG Audit

Jeremy Thurbin



7. PARENT COMPANY FINANCIAL STATEMENTS

7.1. INCOME STATEMENT

<i>(In thousand euros)</i>	Notes	December 31, 2024	December 31, 2025
Net sales	11	750,133	666,788
Capitalised Production		-	241
Grants		33	160
Reversal of depreciation, amortization and provisions		31,303	60,212
Other income	12	114,686	102,592
Total operating income		896,155	829,993
Purchases of goods and changes in inventories		(498,443)	(460,476)
Purchases of raw materials, other supplies and changes in inventories		(18,491)	(24,445)
Other external purchases and charges		(236,737)	(229,095)
Taxes, levies and similar payments		(2,324)	(3,005)
Payroll costs	13 ^(a)	(598)	(2,979)
Depreciation, amortization and provisions		(37,275)	(48,372)
Other expenses		(3,920)	(31,796)
Total operating expenses		(797,789)	(800,167)
NET OPERATING INCOME		98,367	29,825
NET FINANCIAL INCOME	14	55,702	91,608
NON-RECURRING INCOME AND EXPENSES	15	(14,389)	(26,824)
Income tax expense	16 to 18	(23,612)	(2,767)
NET INCOME		116,068	91,842

(a) Since the reform of the 2025 General Accounting Plan, personnel expenses include the cost of shares distributed in 2025 as part of bonus share programs.



7.2. BALANCE SHEET

Assets

(in thousand euros)	Notes	December 31, 2024	December 31, 2025		
		Net	Gross	Deprec., amort. and provisions	Net
Research and development expenses		-	1,745	(1,745)	-
Patents and similar rights		42,654	68,685	(39,819)	28,866
Intangible assets	3, 4, 10	42 654	70,430	(41,564)	28,866
Land		885	1,351	(466)	885
Buildings		1,738	13,446	(11,980)	1,466
Industrial fixtures and equipment		1,778	17,563	(16,670)	893
Other property, plant and equipment		3,385	4,014	(843)	3,171
Fixed assets under construction		198	33	-	33
Property, plant and equipment	3, 4, 10	7 984	36,407	(29,959)	6,448
Equity investments	22	1,409,664	1,538,601	(197,993)	1,340,608
Other investments	3	2,715	2,715	(2,715)	-
Other long-term investments	3	1,492	1,466	-	1,466
Long-term investments		1 413 871	1,542,782	(200,709)	1,342,074
Non-current assets		1 464 509	1,649,619	(272,232)	1,377,387
Raw materials and supplies		1,003	1,000	-	1,000
Work-in-process goods		-	-	-	-
Goods		38,594	37,936	(1,049)	36,887
Inventories		39,597	38,936	(1,049)	37,887
Advances and prepayments		819	385	-	385
Trade receivables and related accounts	5, 6, 10	166,315	132,194	(6,015)	126,179
Other receivables	5, 6, 10	273,163	318,597	(15,680)	302,917
Short-term financial investments	7	117,636	101,875	-	101,875
Marketable securities	7	25,663	10,560	-	10,560
Cash and cash equivalents		21,568	41,925	-	41,925
Prepaid expenses	5	3,947	4,538	-	4,538
Loan issuance costs to be deferred		935	435	-	435
Unrealized losses from foreign exchange	8	1,710	1,275	-	1,275
Current assets		651,354	650,719	22,743	627,976
TOTAL ASSETS		2,115,862	2,300,338	(294,974)	2,005,363

Liabilities & Shareholders' equity*(in thousand euros)*

	Notes	December 31, 2024	December 31, 2025
Share capital		158,993	156,090
Share issue premiums, merger contributions		144,165	144,165
Legal reserve		22,410	22,410
General reserve		180,744	180,765
Retained earnings		611,101	563,074
Net income for the year		116,068	91,842
Shareholders' equity	9	1,233,481	1,158,346
Provisions for contingencies and losses	10	37,447	42,927
Provisions for contingencies and losses		37,447	42,927
Bank borrowings (Bank overdraft)	5	1,547	16
Other borrowings	5	688,434	669,484
Financial liabilities		689,982	669,500
Trade payables and related accounts	5, 6	138,131	111,743
Tax and employee-related liabilities	5	8,753	8,110
Other liabilities	5	6,805	13,538
Operating liabilities		153,689	133,392
Unrealized gains from foreign exchange		1,264	1,198
Liabilities		844,934	804,089
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		2,115,862	2,005,363



8. AUTHORIZATIONS TO INCREASE THE CAPITAL

8.1. SHARE CAPITAL

As of December 31, 2025, the outstanding capital of Société BIC amounts to 156,090,219.48 euros divided into 40,861,314 shares with a par value of 3.82 euros each. Issued shares are fully paid-up.

SHARE CAPITAL EVOLUTION OVER THE LAST THREE YEARS

Date	Type of operation	Amount of capital change (in euros)	Impact on share premium/ retained earnings (in euros)	Total share capital (in euros)	Shares outstanding at conclusion of the operation
2025 (December 16 BM)	Cancellation of treasury shares under the authorizations granted by the Shareholders' Meetings of May 20, 2025 (resolution 16)	2,902,619.36	(37,097,361.16)	156,090,219.48	40,861,314
2024 (December 11 BM)	Cancellation of treasury shares under the authorizations granted by the Shareholders' Meetings of May 29, 2024 (resolution 16)	(2,481,193.14)	(37,518,795.45)	158,992,838.84	41,621,162
2023 (Decision of the Chief Executive Officer on December 14, on the basis of a delegation of authority by the BM on December 12)	Cancellation of treasury shares under the authorizations granted by the Shareholders' Meetings of May 16, 2023 (resolution 23)	(6,423,471.34)	(93,576,510)	161,474,031.98	42,270,689

BM: Board Meeting.

AGM: Annual General Meeting.



AUTHORIZATIONS TO INCREASE THE CAPITAL AT THE CLOSING OF THE 2025 FISCAL YEAR

As of the date of the 2025 Universal Registration Document, Société BIC has the following authorizations granted by the Shareholders' Meetings, which it has not used during the past financial year:

Nature of the delegation of authority or authorization	Date of the General Meeting	Term	Maximum amount (in € or percentage of share capital)	Use of delegation or authorization
Authorizations for the General Meeting of May 20, 2025				
Authorization for the Board of Directors to trade in Company shares (resolution 5)	May 20, 2025	18 months	10% of the share capital	None
Authorization to be granted to the Board of Directors to reduce the Company's share capital by cancellation of own shares (resolution 16)	May 20, 2025	18 months	10% of the share capital	Authorization used in the context of the share capital reduction - Cancellation of shares representing 1.83% of the share capital (Board decisions dated December 16, 2025).
Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to the capital, reserved for participants in a company stock ownership plan, with cancellation of preferential subscription rights in favor of the latter (resolution 17)	May 20, 2025	26 months	3% of the share capital	None
Authority to be given to the Board of Directors to decide on the issuance of ordinary shares giving access to the capital, without preferential subscription rights (resolution 18)	May 20, 2025	26 months	10% of the share capital	None
Other authorizations still in force				
Authorization to be granted to the Board of Directors to proceed with the free allocation of existing and/or to be issued shares, involving Shareholders' waiver of their preferential subscription rights (resolution 17)	May 29, 2024	38 months	4% of the share capital (limited to 0.4% for Company Corporate Officers).	None
Delegation of authority to be given to the Board of Directors to increase the share capital by issuing new ordinary shares and/or securities giving access to the share capital, with preservation of Shareholders' preferential rights of subscription (resolution 18)	May 29, 2024	26 months	16 million euros	None
Delegation of authority to be given to the Board of Directors in order to decide to increase the share capital on one or several occasions by incorporation of reserves, profits or premiums or other sums of money whose capitalization shall be accepted (resolution 19)	May 29, 2024	26 months	Maximum total amount of reserves, profits and/or premiums	None

The text of these delegations is available on the website <https://investors.bic.com/en-us>



9. REPORT OF THE BOARD OF DIRECTORS

9.1. ORDINARY GENERAL MEETING

RESOLUTIONS 1 AND 2

Approval of the financial statements for fiscal year 2025

Purpose

The first two resolutions relate to the approval of the financial statements of the parent Company and of the consolidated group for the fiscal year ended December 31, 2025.

The parent Company financial statements for the fiscal year ended December 31, 2025 show earnings of 91,842,045 euros.

The consolidated financial statements for the fiscal year ended December 31, 2025 show a consolidated net profit attributable to Group Shareholders of 86,294,877 euros.

First resolution

Approval of the parent Company financial statements for fiscal year 2025

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having reviewed the parent Company financial statements for the fiscal year ended December 31, 2025, the reports of the Board of Directors and the Statutory Auditors;
- approves, as presented, the parent Company financial statements for the fiscal year, including the balance sheet, income statement, and notes, which show a net profit of 91,842,045 euros, as well as the transactions reflected in these financial statements or described in these reports.

In accordance with Article 223 *quater* of the French General Tax Code, the General Meeting notes that there are no expenses and charges referred to in Article 39, paragraph 4 of the French General Tax Code.

Second resolution

Approval of the consolidated financial statements for fiscal year 2025

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having reviewed the consolidated financial statements for the fiscal year ended December 31, 2025, the reports of the Board of Directors and the Statutory Auditors;
- approves, as presented, the consolidated financial statements for the fiscal year, including the balance sheet, income statement, and notes, which show a net profit of 86,294,877 euros, as well as the transactions reflected in these financial statements or described in these reports.



RESOLUTION 3

Appropriation of earnings and setting of dividend

Purpose

Given the 91,842,045.83 euros in profit for fiscal year 2025 and retained earnings of 563,073,863.52 euros, together constituting the distributable earnings, you are hereby asked to:

- set a dividend for the fiscal year ended December 31, 2025 at 2.40 euros per share. This means distributing a total dividend to Shareholders of 98,067,153.60 euros (subject to treasury shares) ⁽¹⁾;
- carry forward the debit balance of 6,242,166.47 euros to retained earnings; and
- allocate 17,058.70 euros to the special “works of art” reserve.

The payment date for this dividend is June 3, 2026.

The dividend is defined before any tax and/or social security levy which may apply depending on the Shareholder’s personal circumstances. Shareholders are invited to consult a tax adviser, as appropriate.

Third resolution

Appropriation of earnings for the fiscal year ended December 31, 2025 and setting the dividend

The General Meeting, on the proposal of the Board of Directors:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the reports of the Board of Directors and the Statutory Auditors:
 - notes that the earnings for fiscal year 2025 total 91,842,045.83 euros,
 - notes that retained earnings total 563,073,863.52 euros,
 - notes that total earnings available for distribution total 654,915,909.35 euros, and
 - decides to allocate the total earnings as follows:

Dividend	98,067,153.60 euros ^(a)
Retained earnings brought forward	(6,242,166.47) euros
Works of art special reserve	17,058.70 euros

(a) Based on 40,861,314 shares representing the Company’s share capital as of December 31, 2025, it being specified that in the event of a change in the number of shares entitled to dividends, the total amount of dividends would be adjusted accordingly.

It is reminded to the General Meeting that the legal reserve is already fully allocated.

The General Meeting therefore decides to distribute a dividend for the fiscal year ended December 31, 2025, of 2.40 euros per share. If the number of shares conferring dividend rights were to change ⁽²⁾, the total dividend will be adjusted accordingly. Moreover, the amount allocated to the retained earnings account would be determined on the basis of dividends actually paid.

The effect of this allocation will be to increase Shareholders’ equity to 1,060,279,084.22 euros, including retained earnings of 556,831,697.05 euros.

The dividend payment date will be June 3, 2026.

The aforementioned dividend is set before any tax and/or social security levy that may apply depending on the Shareholder’s personal circumstances. It is specified that dividends paid to individuals who are French tax residents are subject to a flat-rate withholding tax (PFNL) at the rate of 12.8%. This deduction constitutes an advanced payment of income tax that is deductible from the tax due for the 2026 tax year.

(1) Based on 40,861,314 shares representing the Company’s share capital as of December 31, 2025, it being specified that in the event of a change in the number of shares entitled to dividends, the total amount of dividends would be adjusted accordingly.

(2) From the 40,861,314 shares in the share capital and 179,774 of treasury shares at December 31, 2025.



At the time of its final taxation, for individuals who are French tax residents, the dividend is subject either to a single flat-rate withholding tax of 12.8% ⁽¹⁾ or, if the taxpayer expressly opts for a global withholding tax, to income tax according to the progressive scale after application of the 40% ⁽²⁾ tax deduction. This option must be exercised when filing the income tax return and at the latest before the deadline for filing the return. The flat-rate withholding tax, deducted at source, is deducted from the tax thus determined. The dividend is also subject to social security withholdings at a rate of 18.6%. The portion of the social security contributions relating to the CSG due on dividends, when they are taxed at the progressive income tax rate, is, up to 6.8 points, deductible from the taxable income of the year of its payment ⁽³⁾. In addition, taxpayers whose taxable income exceeds

certain thresholds are subject to the exceptional contribution on high incomes at a rate of 3% or 4%, depending on the case ⁽⁴⁾ and, where applicable, against the differential contribution applicable to high-income earners ⁽⁵⁾. Dividends paid to Shareholders who are not French tax residents are subject to a withholding tax at a rate of 12.8% for individuals and 25% for legal entities ⁽⁶⁾, in accordance with Article 119 *bis* of the French General Tax Code. The rate of this withholding tax may be reduced under the tax treaty entered into between France and the beneficiary's state of tax residence, subject to compliance with certain conditions.

The General Meeting decides that the dividend on shares held by the Company on the payment date will be allocated to "retained earnings".

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, the General Meeting notes that the following dividends were distributed in respect of the three previous fiscal years:

FY	Number of shares	Dividend distributed per share ^(a) (in euros)
2022	43,054,271	2.56
2023	42,270,689	4.27 ^(b)
2024	41,621,162	3.08

(a) Where an express and overall election for the progressive income tax scale is made, dividends may qualify for the 40% deduction provided for in Article 158-3.2° of the French General Tax Code, under certain conditions.

(b) As a reminder, the General Meeting of May 29, 2024 decided to distribute a dividend of 4.27 euros per share, comprising an ordinary dividend of 2.85 euros per share and an extraordinary dividend of 1.42 euros per share.

RESOLUTION 4

Related-party agreements

Purpose

The purpose of the 4th resolution is to invite, in accordance with Article L. 225-38 of the French Commercial Code, to acknowledge the special report of the Statutory Auditors on related-party agreements entered into by Société BIC. The report mentions that no other related-party agreements were entered into during the fiscal year ended December 31, 2025, and describes the terms and conditions of the previously authorized agreements.

More detailed information on Related-party agreements is provided in paragraph 4.2.1 and 6.5 of the 2025 Universal Registration Document, which includes the Statutory Auditors' special report on related-party agreements.

Fourth resolution

Statutory Auditors' special report on the related-party agreements

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having taken note of Statutory Auditors' special report on the related-party agreements referred to in Article L. 225-38 of the French Commercial Code, acknowledges that no new agreements were entered into during the year ended December 31, 2025, as well as the terms and conditions of previously authorized agreements.

(1) Article 200 A of the French General Tax Code.

(2) Article 200 A, 2, and Article 158-3.2° of the French General Tax Code - in case of option for the progressive income tax scale, the dividend is eligible for the 40% tax deduction.

(3) Article 154 quinquies, II of the French General Tax Code.

(4) Article 223 *sexies* of the French General Tax Code.

(5) Article 224 of the French General Tax Code.

(6) Article 187 of the French General Tax Code.



RESOLUTION 5

Share buyback

Purpose

You are asked to renew the 18-month authorization for the Board of Directors to purchase, hold or sell Company shares.

The highlights of this resolution are as follows:

- the share buybacks may not be implemented during public tender offer filed by a third party for the Company's securities;
- the maximum number of shares that may be purchased would represent 10% of the share capital;
- the maximum purchase price would be kept at 100 euros per share. This would result in a maximum theoretical purchase amount of circa 408,613,100 euros (net of trading costs); and
- share buybacks may be carried out in particular for the purpose of implementing employee shareholding plans, capital reductions and the delivery of shares in connection with external growth transactions.

The objectives and description of the authorization can be found in the resolution below and in chapter 7 of the 2025 Universal Registration Document.

For fiscal year 2025, Société BIC repurchased 759,848 shares of the Company for a total amount of 39,999,981 euros; all of the repurchased shares were cancelled. At December 31, 2025, the Company therefore held 179,774 of its own shares.

The Company has also entered into a liquidity contract, in force at the date hereof, the details of which are set out in chapter 7 of the 2025 Universal Registration Document.

Fifth resolution

Authorization for the Board of Directors to trade in Company shares

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the Report of the Board of Directors;
- authorizes the Board of Directors to purchase or arrange for the purchase of Company shares, in accordance with notably Articles L. 22-10-62 et seq. & L. 225-210 et seq. of the French Commercial Code, EU Regulation No. 596/2014 of April 16, 2014 and its implementing regulations, the AMF General Regulation and market practice accepted by the AMF (*Autorité des marchés financiers*) for:
 - a. the allotment of shares following the exercise of stock purchase options by employees and/or executive officers of the Company and of affiliated companies or economic interest groups related to it pursuant to applicable legal and regulatory provisions,
 - b. the implementation of any plan for the allocation of shares subject to performance conditions or not, under a global employee share program, to employees and/or Corporate Officers of the Company and of affiliated companies (as defined under applicable laws and regulations) or economic interest groups, either directly or via entities acting on their behalf,
 - c. the sale of shares to employees (either directly or through employee savings mutual funds) under employee shareholding plans or company savings plans,
 - d. the delivery of shares upon exercise of convertible securities,
 - e. the subsequent delivery of shares as payment or exchange in the context of external growth transactions,
 - f. the cancellation of shares up to the maximum legal limit,
 - g. ensuring the liquidity of the market in Company shares by an investment services provider acting completely independently within the framework of a liquidity agreement in compliance with market practice accepted by the French financial market regulator, the AMF (*Autorité des marchés financiers*),
 - h. the use of any market practice accepted or that may be accepted by the AMF (*Autorité des marchés financiers*) and, more generally, undertaking any other transaction that complies with prevailing regulations.

Shares may be purchased, transferred or exchanged at any time on one or more occasions, except during a public tender offer period submitted by a third party on Company's securities, and by any means, provided that laws and regulations in force are complied with, on any market, multilateral trading facility, off market, over the counter, in whole or in part through purchases of blocks of shares, by a public tender offer in cash or in shares, by using options or derivatives (with the exception of put option sales), either directly or indirectly through the intermediation of an investment services provider or in any other manner, in accordance with applicable regulations.

The shares acquired may be exchanged, sold or transferred by any means, on any market, on or off market or over the counter, including through block trades, in accordance with applicable regulations.



The General Meeting sets the maximum purchase price at 100 euros per share (excluding trading costs) and delegates to the Board of Directors in the event of corporate actions involving the Company's equity, and notably a capital increase by capitalizing reserves, free shares awards, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any corporate action on the share capital or the shareholders equity, the power, with the power of sub-delegation, to adjust the above purchase price to take into account the impact of such transactions on the value of the shares.

The General Meeting duly notes that the maximum number of shares that may be purchased under this authorization may not, at any time, exceed 10% of the total shares in the share capital (i.e., on an indicative basis, 4,086,131 shares as of December 31, 2025, representing a maximum theoretical purchase price (excluding acquisition costs) of 408,613,100 euros). Purchases of own shares by the Company may not at any time result in the Company holding over 10% of its share capital, either directly or indirectly through subsidiaries. Furthermore, the number of shares acquired by the Company to be held and used later in payment or exchange for acquisitions, merger, spin-off or contribution may not exceed 5% of its share capital.

As treasury shares are not entitled to dividends, the amount corresponding to unpaid dividends will be allocated to the retained earnings account.

The General Meeting delegates full powers to the Board of Directors with the ability to sub-delegate in accordance with the conditions set out by law, to:

- place all orders on any market or carry out any transaction off-market;
- enter into and terminate any agreements for the repurchase, the sale or the transfer of shares;
- allocate or re-allocate the shares acquired to the various objectives under the applicable law and regulation;
- prepare all documents, file all declarations, issue all statements and carry out all formalities with the AMF (*Autorité des marchés financiers*) or any other authority regarding the trades done under this resolution;
- define the terms and conditions under which, where applicable, the rights of holders of securities giving access to the Company's share capital will be preserved in accordance with regulatory provisions; and
- carry out all other formalities, and, generally, take any necessary or useful measures for the implementation of this authorization.

The Board of Directors will inform the General Meeting of the transactions carried out pursuant to this resolution, in accordance with applicable regulation.

The authorization is granted for eighteen months from the date of this General Meeting. The authorization cancels and supersedes, for the unused portion, the prior authorization granted in the 5th resolution of the Combined General Meeting of May 20, 2025.

RESOLUTIONS 6 TO 14

Co-optation and renewals of Directors

Purpose

The mandates of Candace Matthews and Véronique Laury are set to expire at the end of this Shareholders' Meeting. In connection with the governance changes announced on September 12 and December 16, 2025, a number of ratifications of co-optations and renewals of terms of office are also submitted to this Shareholders' Meeting.

In preparing its proposals to the Shareholders' Meeting concerning its composition, the Board of Directors, upon the recommendation of the Nominations, Governance and CSR Committee, assessed the composition of the Board as balanced and deemed it necessary to replace the resigning Directors with individuals presenting similar profiles, in order to safeguard the continuity of the expertise and contributions required within the Board.

Moreover, the renewals of the mandates of Candace Matthews and Véronique Laury reflect the natural continuation of their ongoing terms, aimed at preserving the stability and efficiency of the Board's work. The Board particularly acknowledged the value of their respective contributions to its work and to that of its Committees, and concluded that retaining each of them in their positions is in the Company's best interests.

The biographies, current professional activities and activities over the last five years, as well as the number of shares held by the above-mentioned Directors are provided in chapter 4.1.3.3 of the 2025 Universal Registration Document.

The candidates have indicated that they accept the duties entrusted to them and that they are not subject to any measure that would prohibit them from exercising those duties.

Ratification of the proposed co-optations also complies with the gender equality requirement set out in Article L. 225-18-1 of the French Commercial Code. If all resolutions 6 through 14 are approved, the Board of Directors will be composed of 60% women and 40% men.



RESOLUTION 6

Renewal of Candace Matthews as Director

Purpose

Candace Matthews has been a Director since 2017. She has attended 97% of Board Meetings since her renewal in 2023.

On the recommendation of the Nominations, Governance and CSR Committee, the Board of Directors proposed that Candace Matthews's term of office be renewed for a period of three years, expiring at the end of Shareholders' Meeting called to approve the financial statements for the 2028 financial year.

On the recommendation of the Nominations, Governance and CSR Committee, and subject to a favorable vote at the Shareholders' Meeting, the Board of Directors will formally renew Candace Matthews's appointment as Chair of the Nominations, Governance and CSR Committee and member of the Audit Committee.

Sixth resolution

Renewal of Candace Matthews as Director

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to reappoint Candace Matthews as Director for three years.

Candace Matthews's term of office will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2028.



CANDACE MATTHEWS ●**Director**

Age: 67 years old

Nationality: American

Number of BIC shares held: 500 shares

Independent Director: Yes

Basis of the appointment:

Article L. 225-18 of the French Commercial Code

Date of first appointment:

Annual Shareholders' Meeting of May 10, 2017

Expiration date:

Annual Shareholders' Meeting in 2026, for FY 2025

Member of a Committee:

Chair of the Nominations, Governance and CSR Committee

Member of the Audit Committee

Professional address:

700 Kovi Oaks Ct NE,
Ada MI 49301 - United States

Attendance rate at Board Meetings: 100%

Attendance rate at the Audit Committee meetings: 100 %

Attendance rate at the Nominations, Governance and CSR Committee meetings: 100 %

Biography

Candace Matthews was Chief Reputation Officer of Amway prior to retiring in January 2023. From November 2014 to May 2020, Candace Matthews was Region President, The Americas, at Amway. She was hired by Alticor, the parent company of Amway, in December 2007, as Global Chief Marketing Officer.

Prior to joining Amway, she was President of Soft Sheen-Carson, the Consumer Products Division of L'Oréal from 2001 to 2007.

Before that, she held positions in Marketing at General Mills, Procter & Gamble, Bausch & Lomb and in Management at Novartis and The Coca-Cola Company, in the United States.

Candace Matthews has a Bachelor of Science degree in Metallurgical Engineering from Carnegie Mellon University in Pittsburgh, Pennsylvania (United States). She also has an MBA in Marketing from Stanford University Graduate School of Business in Palo Alto, California (United States).

Main position

- Director in several companies' Board

Other current positions**Unlisted company:**

- None

Listed company

- Board Chair - Aptar Group - USA

Former positions in the previous five years (non-BIC Group companies)**Unlisted company:**

- Chief Reputation Officer - Amway - USA
- Region President, The Americas - Amway - USA

Listed company

- Director - MillerKnoll Inc. - USA
- Director - Popeyes Louisiana Kitchen Inc. - USA
- Regional Board Director - Fifth Third Bank, Western Michigan - USA

● Independent Director.



RESOLUTION 7

Renewal of Véronique Laury as Director

Purpose

Véronique Laury has been a Director since 2023. She has attended 91% of Board Meetings since her nomination. On the recommendation of the Nominations, Governance and CSR Committee, the Board of Directors proposed that Véronique Laury's term of office be renewed for a period of two years, expiring at the end of the Shareholders' Meeting called in 2028 to approve the financial statements for the 2027 financial year. The purpose of this term is to facilitate the rescheduling of terms of office, in accordance with article 10 of the Company's bylaws.

On the recommendation of the Nominations, Governance and CSR Committee, and subject to a favorable vote at the Shareholders' Meeting, the Board of Directors will formally renew Véronique Laury's appointment as member of the Audit Committee, Remuneration Committee and Nominations, Governance and CSR Committee.

Seventh resolution

Renewal of Véronique Laury as Director

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to reappoint Véronique Laury as Director for two years.

Véronique Laury's term of office will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.



VÉRONIQUE LAURY

Director



Age: 60 years old

Nationality: French

Number of BIC shares held: 500 shares

Independent Director: No

Basis of the appointment:

Article L. 225-18 of the French Commercial Code

Date of first appointment:

Annual Shareholders' Meeting of May 16, 2023

Expiration date:

Annual Shareholders' Meeting in 2026, for FY 2025

Member of a Committee:

Member of the Remuneration Committee, Audit Committee, and Nominations, Governance and CSR Committee

Professional address:

Société BIC – 12 Boulevard Victor Hugo – 92110 Clichy – France

Attendance rate at Board Meetings: 100%

Attendance rate at the Remuneration Committee meetings: 100%

Attendance rate at the Audit Committee meetings: 100%

Attendance rate at the Nominations, Governance and CSR Committee meetings: 100%

Biography

Véronique Laury has several years of experience as a Chief Executive Officer and as a director on Boards and Supervisory Boards in international companies.

Since 2003, she has held various positions within the Kingfisher Group, including Supply Chain Director in France, UK and for the group.

In 2013, she was General Manager of Castorama France. From 2014 to 2019, she then held the role of Chief Executive Officer at the London-based Kingfisher Plc Group.

Since her departure from Kingfisher Group, she has focused on board member roles in many companies.

In 2020, she joined Sodexo as a Director and since then she occupies various mandates on the Board of international companies such as Ikea, British American Tobacco, Wework and Eczacibasi.

Véronique is an *alumni* of the Institute of Political Studies in Paris (*Sciences-Po*).

Main position

- Director in several companies' Board

Other current positions

Unlisted company:

- Chair of WEEEE SASU – France
- Member of the Supervisory Board – Ikea – The Netherlands
- Director -Eczacibasi Holding AS – Turkey

Listed company:

- Director – British Tobacco – United-Kingdom

Former positions in the previous five years (non-BIC Group companies)

Unlisted company:

- None

Listed company:

- Director – Sodexo – France
- Director – Tarkett – France
- Director – Wework – United-States

Additional information

Véronique Laury, through the company WEEEE of which she is the sole partner, has entered into a consulting services agreement with Société M.B.D., the holding company of the Bich family. This agreement aims to support the Bich family concert in its role as a reference Shareholder, particularly by involving the new generation of family Shareholders.



RESOLUTION 8

Ratification of the co-optation of Rob Versloot as a Director to replace Gonzalve Bich

Purpose

The Shareholders' Meeting is asked to ratify the co-optation of Rob Versloot as Director, provisionally decided by the Board of Directors at its meeting held on 12 September 2025, to replace Gonzalve Bich, who has resigned.

Rob Versloot's term of office will be for the remainder of Gonzalve Bich's term. Rob Versloot's term of office will therefore expire at the end of the Shareholders' Meeting called in 2028 to approve the financial statements for the 2027 financial year.

Eighth resolution

Ratification of the co-optation of Rob Versloot as a Director to replace Gonzalve Bich

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to ratify the co-optation of Rob Versloot as Director, provisionally decided by the Board of Directors at its meeting held on 12 September 2025, in replacement of Gonzalve Bich, who has resigned.

Rob Versloot shall serve for the remainder of his predecessor's term of office and it will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

ROB VERSLOOT

Chief Executive Officer



Age: 58 years old

Nationality: Dutch

Number of BIC shares held:
20 000 shares

Independent Director: No

Basis of the appointment:

Article L. 225-18 of the French Commercial Code

Date of first appointment:

Board meeting of September 12, 2025
(co-optation as Director)

CEO : September 15, 2025

Expiration date:

- **Director:** Shareholders' Meeting in 2028, for FY 2027
- **CEO:** term of office as Director

Member of a Committee: No

Professional address:

Société BIC – 12 Boulevard Victor Hugo –
92110 Clichy – France

Attendance rate at Board Meetings: 100%

Biography

Rob Versloot is the Chief Executive Officer of BIC. He is responsible for shaping the company's global strategy, driving sustainable growth and leading BIC's continued evolution as a world-renowned consumer goods company.

Rob brings over 30 years of experience in the fast-moving consumer goods (FMCG) sector, with a strong track record of leading international teams, delivering long-term value, and driving business transformation across diverse markets.

Before joining BIC, Rob served as CEO of the Hero Group, where he led the company's transformation into an integrated and fast-growing organization. Prior to that, he held senior roles at Nutricia and Danone, managing operations across Europe, Brazil, Southeast Asia, and Central Asia.

Born in the Netherlands in 1967, Rob holds a degree in Business Administration from the University of Groningen.

Main position

- CEO - Société BIC - France

Other current positions

Unlisted company:

- Member of the Supervisory Board and Finance Committee - Paulig Group - Finland
- Member of the Supervisory Board and Human Resources and Finance Committees - Eckes-Granini - Germany

Listed company:

- None

Former positions in the previous five years (non-BIC Group companies)

Unlisted company:

- CEO - Hero Group - Switzerland

Listed company:

- None



RESOLUTIONS 9 AND 10

Ratification of the co-optation and renewal of Albert Baladi's term of office

Purpose

The Shareholders' Meeting is asked to ratify the co-optation of Albert Baladi as Director, provisionally decided by the Board of Directors at its meeting held on 12 September 2025, to replace Jake Schwartz, who has resigned.

Albert Baladi's term of office will be for the remainder of Jake Schwartz's term. Albert Baladi's term of office will therefore expire at the end of the Shareholders' Meeting called to approve the financial statements for the 2025 financial year.

As a result of the above, it is also proposed that the Shareholders' Meeting renew Albert Baladi's term of office as Director for a period of three years, expiring at the end of the Shareholders' Meeting called in 2029 to approve the financial statements for the 2028 financial year.

On the recommendation of the Nominations, Governance and CSR Committee, and subject to a favorable vote at the Shareholders' Meeting, the Board of Directors will formally renew Albert Baladi's appointment as a member of the Audit Committee and Nominations, Governance and CSR Committee after the Shareholders' Meeting.

Ninth resolution

Ratification of the co-optation of Albert Baladi as a Director to replace Jake Schwartz

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to ratify the co-optation of Albert Baladi as Director, provisionally decided by the Board of Directors at its meeting held on 12 September 2025, in replacement of Jack Schwartz, who has resigned.

Albert Baladi shall serve for the remainder of his predecessor's term of office and it will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

Tenth resolution

Renewal of Albert Baladi as Director

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to reappoint Albert Baladi as Director for three years.

Albert Baladi's term of office will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2028.

ALBERT BALADI ●

Director



Age: 61 years

Nationality: Spanish

Number of BIC shares held:

500 shares*

Independent Director: Yes

Basis of the appointment:

Article L. 225-18 of the French Commercial Code

Date of first appointment:

Board meeting of September 12, 2025 (co-optation)

Expiration date:

Annual Shareholders' Meeting in 2026, for FY 2025

Member of a Committee:

Member of the Audit Committee

Member of the Nominations, Governance and CSR Committee

Professional address:

Société BIC – 12 Boulevard Victor Hugo – 92110 Clichy – France

Attendance rate at Board Meetings: 100%

Attendance rate at Audit Committee Meetings: 67%

Attendance rate at Nominations, Governance and CSR Committee Meetings : 50%

Biography

Albert Baladi is a recognized expert in the consumer goods and food & beverage industries, with close to four decades of experience. He has held senior positions in marketing and general management at Procter & Gamble, PepsiCo and Yum! Brands, and most recently served as CEO of Beam Suntory (now Suntory Global Spirits). He lives in New York and is a graduate of HEC Lausanne.

Main position

- Director in several companies' Board

Other current positions

Unlisted company:

- Board member - Kenetik - USA
- Board member - Ubikwi - USA
- Advisory Board member - StrawberryFrog - USA
- Advisory Board member - Vorto - USA

Listed company:

- Director at Pernod Ricard - France

Former positions in the previous five years (non-BIC Group companies)

Unlisted company:

- CEO - Beam Suntory (now Suntory Global Spirits)
- Board Member - International Alliance for Responsible Drinking

Listed company:

- None

● Independent Director.

* In order to comply with the Articles of Association and the Internal Regulations of the Board of Directors, Albert Baladi purchased his shares on January 23, 2026.

Additional information

Upon recommendation of the Nominations, Governance and CSR Committee, the Board of Directors of February 24, 2026 recommended the ratification of the cooperation of Albert Baladi as Director. Albert Baladi joined the Board as an Independent Director on the basis of the independence criteria set forth in the AFEP-MEDEF Corporate Governance Code (§10) as verified by the Board of Directors on February 24, 2026:

	Albert Baladi
Criterion 1	Not an employee or Corporate Officer within the past 5 years ✓
Criterion 2	No cross- directorships ✓
Criterion 3	No material business relationships ✓
Criterion 4	No family ties ✓
Criterion 5	Not an Auditor ✓
Criterion 6	Period of office not exceeding 12 years ✓
Criterion 7	No remuneration linked to the Company's or Group's performance ✓
Criterion 8	Not representing a major Shareholder ✓



RESOLUTIONS 11 AND 12

Ratification of the co-optation and renewal of Geoffroy Bich's term of office

Purpose

The Shareholders' Meeting is asked to ratify the co-optation of Geoffroy Bich as Director, provisionally decided by the Board of Directors at its meeting held on 12 September 2025, to replace Timothée Bich, who has resigned.

Geoffroy Bich's term of office will be for the remainder of Timothée Bich's term. Geoffroy Bich's term of office will therefore expire at the end of the Shareholders' Meeting called to approve the financial statements for the 2025 financial year.

As a result of the above, it is also proposed that the Shareholders' Meeting renew Geoffroy Bich's term of office as Director for a period of one year, expiring at the end of the Shareholders' Meeting called in 2027 to approve the financial statements for the 2026 financial year. The purpose of this term is to facilitate the rescheduling of terms of office, in accordance with article 10 of the Company's bylaws.

Eleventh resolution

Ratification of the co-optation of Geoffroy Bich as a Director to replace Timothée Bich

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to ratify the co-optation of Geoffroy Bich as Director, provisionally decided by the Board of Directors at its meeting held on 12 September 2025, in replacement of Timothée Bich, who has resigned.

Geoffroy Bich shall serve for the remainder of his predecessor's term of office and it will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.



Twelfth resolution

Renewal of Geoffroy Bich as Director

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to reappoint Geoffroy Bich as Director for one year.

Geoffroy Bich's term of office will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

GEOFFROY BICH

Director



Age: 55 ans

Nationality: French

Number of BIC shares held:

On December 31, 2025, he directly held more than 100,000 BIC shares but less than 2.1% of the share capital of Société BIC, corresponding to the highest individual holding in Société BIC held by a member of the Bich family group.

He also directly held less than 10.5% of the capital of the family holding company, Société M.B.D. At December 31, 2025, this holding company held 12,886,000 shares, or 31.5% of Société BIC's capital, representing 40.8% of the theoretical voting rights.

Independent Director: No

Basis of the appointment:

Article L. 225-18 of the French Commercial Code

Date of first appointment:

Board meeting of September 12, 2025 (co-optation)

Expiration date:

Annual Shareholders' Meeting in 2026, for FY 2025

Member of a Committee: No

Professional address:

Société BIC – 12 Boulevard Victor Hugo – 92110 Clichy – France

Attendance rate at Board Meetings: 100%

Biography

Geoffroy Bich is Vice President, Business Development at BIC. He has over 30 years' experience in the Group, through operational and leadership roles in an industrial and international environment. He worked in manufacturing across BIC's three divisions (Human Expression, Flame for Life, and Blade Excellence) and oversaw industrial sites in France, Spain, Brazil, and China. This experience enabled him to develop a solid understanding of the Group's industrial, commercial, and human challenges.

Based in Dubai, he currently supports the development of BIC's activities in the Middle East and Africa region, with a pragmatic, people-centered approach.

Main position

VP Business Development – Société BIC - Dubaï

Other current positions

Unlisted company:

- None

Listed company:

- None

Former positions in the previous five years (non-BIC Group companies)

Unlisted company:

- None

Listed company:

- None

Additional information

It should be noted that Geoffroy Bich is an employee of the Group and that his employment contract has been maintained. The Board of Directors has decided that he will not receive any remuneration for his role as Director.



RESOLUTIONS 13 AND 14

Ratification of the co-optation and renewal of Karen Guerra's term of office

Purpose

The Shareholders' Meeting is asked to ratify the co-optation of Karen Guerra as Director, provisionally decided by the Board of Directors at its meeting held on 16 December 2025, to replace Carole Callebaut-Piwnica, who has resigned.

Karen Guerra's term of office will be for the remainder of Carole Callebaut-Piwnica's term. Karen Guerra's term of office will therefore expire at the end of the Shareholders' Meeting called to approve the financial statements for the 2025 financial year.

As a result of the above, it is also proposed that the Shareholders' Meeting renew Karen Guerra's term of office as Director for a period of three years, expiring at the end of the Shareholders' Meeting called in 2029 to approve the financial statements for the 2028 financial year.

On the recommendation of the Nominations, Governance and CSR Committee, and subject to a favorable vote at the Shareholders' Meeting, the Board of Directors will formally renew Karen Guerra's appointment as Chair of the Remuneration Committee and member of the Nominations, Governance and CSR Committee after the Shareholders' Meeting.

Thirteenth resolution

Ratification of the co-optation of Karen Guerra as a Director to replace Carole Callebaut-Piwnica

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to ratify the co-optation of Karen Guerra as Director, provisionally decided by the Board of Directors at its meeting held on 16 December 2025, in replacement of Carole Callebaut-Piwnica, who has resigned.

Karen Guerra shall serve for the remainder of her predecessor's term of office and it will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

Fourteenth resolution

Renewal of Karen Guerra as Director

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- having considered the Report of the Board of Directors;
- decides to reappoint Karen Guerra as Director for three years.

Karen Guerra's term of office will therefore expire at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2028.



KAREN GUERRA •
Independent Director



Age: 69 years old
Nationality: British
Number of BIC shares held:
 0 shares up-to-date^(a)
Independent Director: Yes
Basis of the appointment:
 Article L. 225-18 of the French Commercial Code
Date of first appointment:
 Board meeting of December 16, 2025 (co-optation)
Expiration date:
 Annual Shareholders' Meeting in 2026, for FY 2025
Member of a Committee:
 Member of the Nominations, Governance and CSR Committee
 Chair of the Remuneration Committee
Professional address:
 Société BIC – 12 Boulevard Victor Hugo – 92110 Clichy – France
Attendance rate at Board Meetings: N/A (cooptation on December 16, 2025)
Attendance rate at the Remuneration Committee meetings: N/A (appointment on December 16, 2025)
Attendance rate at the Nominations, Governance and CSR Committee meetings: N/A (appointment on December 16, 2025)

Biography

Karen Guerra is a seasoned expert in the industrial and consumer goods sectors with extensive experience in both operational executive roles and Board governance. Karen has held senior positions for over two decades in leading companies such as PepsiCo and Colgate-Palmolive, where she was President and CEO, France. She also held various Board member positions at global companies including Amcor, Campari, RS Components (previously known as Electrocomponents) and Swedish Match. She is currently Director and member of the Nomination & Remuneration Committee of British American Tobacco since 2020. Karen is British and graduated from the University of Manchester.

Main position

- Director in several companies' Board

Other current positions

Unlisted company:

- None

Listed company:

- Director, Member of the Nomination & Remuneration Committee of British American Tobacco - UK

Former positions in the previous five years (non-BIC Group companies)

Unlisted company:

- None

Listed company:

- Director, Member of the Nomination & Remuneration Committee of Amcor - Switzerland

• Independent Director.

(a) Karen Guerra has undertaken to purchase shares in the Company in order to comply with the Articles of Association and the Internal Regulations of the Board of Directors within a maximum period of six months.

Additional information

Upon recommendation of the Nominations, Governance and CSR Committee, the Board of Directors of February 24, 2026 recommended the ratification of the cooperation of Karen Guerra as Director. Karen Guerra joined the Board as an Independent Director on the basis of the independence criteria set forth in the AFEP-MEDEF Corporate Governance Code (§10) as verified by the Board of Directors on February 24, 2026:

	Karen Guerra
Criterion 1 Not an employee or Corporate Officer within the past 5 years	✓
Criterion 2 No cross- directorships	✓
Criterion 3 No material business relationships	✓
Criterion 4 No family ties	✓
Criterion 5 Not an Auditor	✓
Criterion 6 Period of office not exceeding 12 years	✓
Criterion 7 No remuneration linked to the Company's or Group's performance	✓
Criterion 8 Not representing a major Shareholder	✓



RESOLUTIONS 15 TO 23

Corporate Officers and Directors' remuneration

Purpose

You are invited to approve the remuneration and benefits of any kind granted or paid during the fiscal year 2025 to the Corporate Officers (*ex-post* vote).

This *ex-post* vote is subject to five resolutions:

- approval of the information on the remuneration of all Corporate Officers for fiscal year 2025 (15th resolution);
- approval of Gonzalve Bich's remuneration for fiscal year 2025, Chief Executive Officer until September 15, 2025 (16th resolution);
- approval of Rob Versloot's remuneration for fiscal year 2025, Chief Executive Officer from September 15, 2025 (17th resolution);
- approval of Nikos Koumettis' remuneration for fiscal year 2025, Chair of the Board of Directors until May 20, 2025 (18th resolution);
- approval of Édouard Bich's remuneration for fiscal year 2025, Chair of the Board of Directors from May 20, 2025 (19th resolution).

You are also invited to approve the remuneration policy for Corporate Officers as part of the *ex-ante* vote, which is the subject of four resolutions concerning:

- remuneration policy for the Executive Corporate Officers (20th resolution);
- remuneration policy for the Chair of the Board of Directors (21th resolution);
- remuneration policy for Directors (22th resolution);
- remuneration granted to members of the Board of Directors for fiscal year 2026 (23th resolution).

RESOLUTION 15

Approval of the information on the remuneration of all Corporate Officers for fiscal year 2025 (*ex-post* vote)

Purpose

Pursuant to Article L. 22-10-34 I of the French Commercial Code, you are asked to approve the information mentioned in Article L. 22-10-9 I of the French Commercial Code on the remuneration of all Corporate Officers for fiscal year 2025.

These components are described in chapter 4.2 of the 2025 Universal Registration Document.

Fifteenth resolution

Approval of the information on the remuneration of the Corporate Officers referred to Article L. 22-10-9 I of the French Commercial Code for fiscal year 2025 (*ex-post* vote)

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information mentioned in Article L. 22-10-9 I of the French Commercial Code as described in this report.



RESOLUTION 16

Approval of Gonzalve Bich's remuneration for fiscal year 2025, Chief Executive Officer until September 15, 2025 (*ex-post* vote)

Purpose

Pursuant to Article L. 22-10-34 II of the French Commercial Code, you are asked to approve all components of the total remuneration and benefits paid in for 2025 or awarded for 2025 to Gonzalve Bich, Chief Executive Officer, until September 15, 2025.

These components are described in chapter 4.2 of the 2025 Universal Registration Document.

These remuneration components were determined in accordance with the remuneration policy for Executive Corporate Officers, as approved by the General Meeting of May 20, 2025.

The annual variable remuneration, the payment of which is, pursuant to French law, subject to the approval of this resolution, is detailed in paragraph 4.2.1.1 of the 2025 Universal Registration Document.

Sixteenth resolution

Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted for fiscal year 2025, to Gonzalve Bich, Chief Executive Officer, until September 15, 2025 (*ex-post* vote)

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of total remuneration and benefits of all kinds paid up during the fiscal year ended December 31, 2025, or granted in the same period to Gonzalve Bich, Chief Executive Officer, until September 15, 2025 which are presented in this report.



REMUNERATION PAID TO GONZALVE BICH DURING FY 2025

628,878 €	731,562 €	1,439,535 €	9,905 €
Fixed compensation	Variable annual compensation	Long-term incentive plan	Car allowance

"SAY ON PAY" TABLE RELATING TO THE COMPENSATION PAID OR AWARDED TO GONZALVE BICH DURING FY 2025 INCLUDING THE RELATED PARTY AGREEMENT DETAILED BELOW

Element of remuneration		Amounts paid during FY 2025	Amounts awarded during FY 2025	Comments
Fixed Remuneration	USD	710,192	710,192	The gross annual fixed remuneration for Gonzalve Bich remained unchanged for the duration of his presence in 2025 at an amount equivalent to USD 950 000 USD per annum.
	EUR	628,878	628,878	
Variable annual compensation	USD	826,153	339,008	FY 2025 policy: The variable annual compensation plan remained unchanged with a target of 130% of the fixed remuneration if the quantitative and qualitative objectives are achieved (at target) and a maximum payout of 195% if the Company achieves exceptional financial and non-financial performance in relation to the objectives.
	EUR	731,562	300,193	
				For the FY 2025: At its meeting held on February 24, 2026, the Board of Directors, on the recommendation of the Remuneration Committee and after approval of the financial elements by the Audit Committee, determined the amount of the variable annual compensation for Gonzalve Bich for FY 2025.
				Based on their assessment of this year of transition, the total amount of annual variable compensation for the CEO was set at USD 339,008, which represents a payout of 36.6% of target bonus, or 47.58% of his fixed annual compensation, pro rated for his period of presence in 2025.
Performance shares		-	25,483 performance shares	The total IFRS value of the shares granted in 2025 is slightly higher compared to previous year at 1,439,535 EUR although the fair market value of shares granted remained unchanged.
Consulting services	USD	233,333	350,000	BIC Corporation entered into a consulting agreement with Gonzalve Bich, as authorized by the Board of Directors of December 11, 2024, for his role as Senior Advisor to the Board for a period of six-months following the departure from his role as CEO and to the value of USD 350,000.
	EUR	206,617	309,927	
Non-compete clause	USD	450,000	1,800,000	Gonzalve Bich is held to a non-compete clause under a related party agreement approved by the Annual Shareholders Meeting of May 20, 2025. The non-compete requirement is for a 12-month period and applies to any position as a salaried employee, consultant or Executive or Non-Executive Director role for the benefit of a company operating a competing activity. The geographical scope of the agreement covers the European Union, the United Kingdom, the USA and Canada, Brazil, Mexico, China, Japan, South Korea, Nigeria, South Africa, Morocco and India. Under the terms of this agreement, Gonzalve Bich will receive a total non-compete indemnity to the amount of USD 1,800,000 paid in monthly installments over the duration of the clause. This indemnity remains under the maximum limit fixed by the AFEP-MEDEF Corporate Governance Code of twenty-four months of base salary and annual bonus payment.
	EUR	398,477	1,663,740	

Element of remuneration		Amounts paid during FY 2025	Amounts awarded during FY 2025	Comments
Multi-year variable compensation		-	-	The CEO is not eligible to any multi-year variable cash compensation.
Exceptional compensation		-	-	The CEO is not eligible to any exceptional compensation.
Welcome bonus or termination indemnity		-	-	The Compensation Policy for Executive Officers specifically excludes Gonzalve Bich from receiving a termination indemnity, and no such indemnity was granted in view of his departure in 2025.
Supplementary pension scheme	USD EUR	2,646,498 2,343,485	Unfunded	As of December 31, 2025, Gonzalve Bich had accrued a pension benefit equivalent to 32.76% of the average remuneration over the last three full calendar years of service, based on his 22.7 years of service through his September 15, 2025 termination date. For reference, this is equal to an annual pension of 654,886 USD payable at age 65, inclusive of the U.S. Qualified Pension Plan benefit. In addition, he has also accrued a cash balance benefit of 175,488 USD as of December 31, 2025 which is based on compensation credits equal to 4% of base pay, accumulated with interest, for each year beginning with January 1, 2021.
Collective healthcare and welfare schemes	USD EUR	61,006 54,021	61,006 54,021	Gonzalve Bich was registered in the same health insurance and life insurance plans as the other executives in the U.S.
Other benefits	USD EUR	11,186 9,905	11,186 9,905	Gonzalve Bich benefited from a company car allowance based on the same policy as the other executives in the U.S.

There was no employment contract between Société BIC and Gonzalve Bich. Given his personal circumstances, his remuneration was paid in the USA by BIC International.

RESOLUTION 17

Approval of Rob Versloot's remuneration for fiscal year 2025, Chief Executive Officer from September 15, 2025 (ex-post vote)

Purpose

Pursuant to Article L. 22-10-34 II of the French Commercial Code, you are asked to approve all components of the total remuneration and benefits paid in for 2025 or awarded for 2025 to Rob Versloot, Chief Executive Officer, from September 15, 2025.

These components are described in chapter 4.2 of the 2025 Universal Registration Document and were approved by the Board of Directors in its meeting of June 11, 2025, based on the recommendation of the Remuneration Committee. The elements were disclosed in the Regulatory Information published on June 20, 2025 and comply with the revised Corporate Executive Officer remuneration policy that will be submitted to the vote of the Shareholders' Meeting on May 20, 2026.

The annual variable remuneration, the payment of which is, pursuant to French law, subject to the approval of this resolution, is detailed in paragraph 4.2.1.1 of the 2025 Universal Registration Document.

Seventeenth resolution

Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted for fiscal year 2025, to Rob Versloot, Chief Executive Officer, from September 15, 2025 (ex-post vote)

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of total remuneration and benefits of all kinds paid up during the fiscal year ended December 31, 2025, or granted in the same period to Rob Versloot, Chief Executive Officer, from September 15, 2025 which are presented in this report.

REMUNERATION PAID TO ROB VERSLOOT DURING FY 2025

313,182 €	0 €	0 €	4,000 €
Fixed compensation	Variable annual compensation	Long-term incentive plan	Car allowance

"SAY ON PAY" TABLE RELATING TO THE COMPENSATION PAID OR AWARDED TO ROB VERSLOOT DURING FY 2025

Element of remuneration		Amounts paid during FY 2025	Amounts awarded during FY 2025	Comments
Fixed Compensation	EUR	313,182	313,182	At its meeting of June 11, 2025, the Board of Directors decided, based on the recommendation of the Remuneration Committee, to set the gross annual fixed remuneration of the CEO to EUR 1,060,000.
Variable annual compensation	EUR	-	113,155	<p>FY 2025 policy: In a change to the previous policy, the Board of Directors set the at-target variable compensation element of the new CEO at 100% of the fixed compensation. The maximum payout is capped at 150% if the Company achieves exceptional financial and non-financial performance in relation to the objectives.</p> <p>For the FY 2025: At its meeting held on February 24, 2026, the Board of Directors, on the recommendation of the Remuneration Committee and after approval of the financial elements by the Audit Committee, determined the amount of the variable annual compensation for Rob Versloot for FY 2025.</p> <p>Based on their assessment, the total amount of annual variable compensation for the CEO was set at EUR 113,155 or 36.6% of his fixed annual compensation, for a target at 100% and pro rated for his period of presence in 2025.</p>
Performance shares		-	-	No shares were granted to Rob Versloot in 2025. The first share grant will occur in 2026 and is outlined in the revised Remuneration Policy that will be submitted at the Shareholders Meeting on May 20.

Element of remuneration		Amounts paid during FY 2025	Amounts awarded during FY 2025	Comments
Non-compete clause		-	-	Rob Versloot is subject to a non-compete clause in case of departure. The non-compete requirement is for a 12-month period and Rob Versloot would receive a total non-compete indemnity equivalent to one-year fixed plus variable remuneration, paid in monthly installments over the duration of the clause. This indemnity remains under the maximum limit fixed by the AFEP-MEDEF Corporate Governance Code of twenty-four months of base salary and annual bonus payment.
Multi-year variable compensation		-	-	The CEO is not eligible to any multi-year variable cash compensation.
Exceptional compensation	EUR	-	200,000	The Board of Directors, during its meeting on February 24, 2026, on recommendation of the Remuneration Committee, decided to award an exceptional bonus to Rob Versloot. This exceptional payment was granted to recognize that, despite onboarding into the company in a complex economic environment, the CEO has taken rapid but decisive actions such as forming a new Executive Committee and deciding to discontinue some underperforming activities of the Group.
Welcome bonus or termination indemnity		-	-	Rob Versloot received no form of welcome bonus on his nomination as CEO of Société BIC. Rob Versloot may receive a termination indemnity equal to one year fixed plus variable remuneration, subject to performance conditions. This indemnity would not be due in case of retirement or departure for cause and can be combined with the non-compete indemnity. In this case, the payment of the non-compete and termination indemnity cannot exceed a combined amount of 24 months fixed and variable remuneration.
Supplementary pension scheme	EUR	6,657	6,657	Rob Versloot is enrolled in the supplementary pension scheme available to senior executives in France.
Collective healthcare and welfare schemes	EUR	3,609	3,609	Rob Versloot is registered in the same health insurance and life insurance plans as the other executives in France.
Other benefits	EUR	14,000	14,000	Rob Versloot benefits from a company car allowance based on the same policy as the other executives in France and is also entitled to a fixed housing allowance.

No employment contract was entered into between Société BIC and the new Chief Executive Officer.

RESOLUTION 18

Approval of Nikos Koumettis' remuneration for 2025, Chair of the Board of Directors until May 20, 2025 (ex-post vote)

Purpose

Pursuant to Article L. 22-10-34 II of the French Commercial Code, you are requested to approve all components of the total remuneration and benefits paid in or awarded during the fiscal year 2025 to Nikos Koumettis, Chair of the Board of Directors, until May 20, 2025.

These elements of remuneration were determined in accordance with the remuneration policy for the Chair of the Board of Directors, as approved by the General Meeting of May 20, 2025.

These components are described in paragraph 4.2.3 of the 2025 Universal Registration Document.

Eighteenth resolution

Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted in fiscal year 2025 to Nikos Koumettis, Chair of the Board of Directors until May 20, 2025 (ex-post vote)

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of total remuneration and benefits of all kinds paid up during the fiscal year ended December 31, 2025 or granted for the same fiscal year to Nikos Koumettis, Chair of the Board of Directors, until May 20, 2025 as presented in this report.

COMPENSATION RECEIVED BY NIKOS KOUMETTIS, CHAIR OF THE BOARD UNTIL MAY 20, 2025

Nikos Koumettis Chair (non-executive) until May 20, 2025	FY 2024 (in euros)	FY 2025 (in euros)
Remuneration due in respect of the year	300,000	166,667 ⁽¹⁾
Amount of multi-year variable remuneration awarded during the year	-	-
Amount of stock options awarded during the year	-	-
Amount of performance shares awarded during the year	-	-
TOTAL	300,000	166,667

(1) The remuneration for Nikos Koumettis was calculated based on an annual remuneration of 400,000 euros per annum, as voted at the General Meeting of May 20, 2025.



RESOLUTION 19

Approval of Édouard Bich's remuneration for 2025, Chair of the Board of Directors from May 20, 2025 (ex-post vote)

Purpose

Pursuant to Article L. 22-10-34 II of the French Commercial Code, you are requested to approve all components of the total remuneration and benefits paid in or awarded during the fiscal year 2025 to Édouard Bich, Chair of the Board of Directors, from May 20, 2025.

These elements of remuneration were determined in accordance with the remuneration policy for the Chair of the Board of Directors, as approved by the General Meeting of May 20, 2025. The annual remuneration for Édouard Bich amounts to 300,000 Euros.

These components are described in paragraph 4.2.3 of the 2025 Universal Registration Document.

Nineteenth resolution

Approval of the fixed, variable or exceptional components of total remuneration and benefits paid or granted in fiscal year 2025 to Édouard Bich, Chair of the Board of Directors from May 20, 2025 (ex-post vote)

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of total remuneration and benefits of all kinds paid up during the fiscal year ended December 31, 2025 or granted for the same fiscal year to Édouard Bich, Chair of the Board of Directors, from May 20, 2025 as presented in this report.

COMPENSATION RECEIVED BY EDOUARD BICH, CHAIR OF THE BOARD SINCE MAY 20, 2025

Edouard BICH Chair (non-executive) from May 20, 2025	FY 2024 (in euros)	FY 2025 (in euros)
Remuneration due in respect of the year	-	200,000
Amount of multi-year variable remuneration awarded during the year	-	-
Amount of stock options awarded during the year	-	-
Amount of performance shares awarded during the year	-	-
TOTAL	-	200,000

RESOLUTION 20

Approval of the remuneration policy for the Executive Corporate Officers (*ex-ante* vote)

Purpose

Pursuant to Article L. 22-10-8 of the French Commercial Code, you are asked to approve the new remuneration policy for the Executive Corporate Officers of the Company. The policy has been set by the Board of Directors on the recommendation of the Remuneration Committee, in the context of the appointment of the new CEO.

This remuneration policy is described in the report on Corporate Governance provided for by Article L. 225-37 of the French Commercial Code included in chapter 4.2 of the 2025 Universal Registration Document (paragraph 4.2.2).

This remuneration policy, which is intended to apply retroactively as from the commencement date of Rob Versloot's term of office, incorporates several amendments compared to the remuneration policy previously approved by the Shareholders' Meeting on May 20, 2025:

- the annual fixed compensation of the new Chief Executive Officer has been set at €1,060,000;
- the annual variable compensation has been structured with a target opportunity equal to 100% of annual fixed compensation and a maximum opportunity equal to 150%, conditional upon achievement of the financial and individual performance objectives, which remain unchanged from those approved by the Shareholders' Meeting held on May 20, 2025.
- the long-term remuneration, in the form of performance shares, will remain within the limit fixed by the policy. For 2026, the amount of the grant and the performance conditions attached to the grant will be set at a later date by the Board of Directors, and communicated to shareholders in accordance with applicable regulations.

Furthermore, upon the recommendation of the Nominations, Governance and CSR and Remuneration Committees, the Board of Directors resolved, at its meeting on February 24, 2026, to propose the award of a one-time exceptional bonus of €200,000 in respect of fiscal year 2025.

These adjustments, which reflect the fact that the appointment occurred during the course of the fiscal year, allowed for the inclusion of shareholder voting outcomes from prior Shareholders' Meetings and to ensure an appropriate rebalancing of the overall compensation structure. All other components of the previously approved remuneration policy remain unchanged.

Twentieth resolution

Approval of the remuneration policy for the Executive Corporate Officers (*ex-ante* vote)

The General Meeting:

- voting under the *quorum* and majority rules required for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the Executive Corporate Officers as described in this report.

RESOLUTION 21

Approval of the remuneration policy for the Chair of the Board of Directors (*ex-ante* vote)

Purpose

Pursuant to Article L. 22-10-8 of the French Commercial Code, you are requested to approve the remuneration policy for the Chair of the Board of Directors, which will now amount to 300,000 euros. It is specified that the Chair of the Board of Directors does not benefit from any supplementary pension plan or other benefits of any kind. This policy has been set by the Board of Directors on the recommendation of the Remuneration Committee.

This remuneration policy is described in the report on Corporate Governance provided for in Article L. 225-37 of the French Commercial Code included in paragraph 4.2.4 of the 2025 Universal Registration Document.



Twenty-first resolution

Approval of the remuneration policy for the Chair of the Board of Directors (*ex-ante* vote)

The General Meeting:

- voting under the *quorum* and majority rules required for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the Chair of the Board of Directors as described in this report.

RESOLUTION 22

Remuneration policy for Directors (*ex-ante* vote)

Purpose

Pursuant to Article L. 22-10-8 of the French Commercial Code, you are requested to approve the remuneration policy for the Directors of the Company. This has been set by the Board of Directors on the recommendation of the Remuneration Committee.

This remuneration policy is described in the report on Corporate Governance provided for by Article L. 225-37 of the French Commercial Code included in paragraph 4.2.4 of the 2025 Universal Registration Document.

Board of Directors		Fixed remuneration	17,000 euros per annum – prorated for duration of membership during the year
		Variable remuneration	3,500 euros per meeting attended, with a cap at 8 meetings per annum
Intercontinental meeting allowance		Variable remuneration	3,000 euros additional per meeting on continent other than that of residence ^(a)
Lead Director		Fixed remuneration	36,000 euros per annum – prorated for duration of time in role during the year
Audit Committee	Chair	Fixed remuneration	25,000 euros per annum – prorated for duration of time in role during the year
	Committee member	Fixed remuneration	14,000 euros per annum – prorated for duration of membership during the year
Nominations Committee	Chair	Fixed remuneration	20,000 euros per annum – prorated for duration of time in role during the year
	Committee member	Fixed remuneration	11,000 euros per annum – prorated for duration of membership during the year
Remuneration Committee	Chair	Fixed remuneration	20,000 euros per annum – prorated for duration of time in role during the year
	Committee member	Fixed remuneration	11,000 euros per annum – prorated for duration of membership during the year
All Committees	Chair and members	Variable remuneration	1,000 euros per meeting, with a cap at 6 meetings per annum

(a) Candace Matthews benefits from a specific arrangement for a fixed amount of 30,000 euros instead of the travel allowance, as per prior agreement.

Twenty-second resolution

Approval of the remuneration policy for Directors (*ex-ante* vote)

The General Meeting:

- voting under the *quorum* and majority rules required for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the remuneration policy for Directors as described in this report.

RESOLUTION 23

Remuneration granted to members of the Board of Directors for fiscal year 2026

Purpose

You are requested to set a maximum total annual amount of remuneration to be allocated among members of the Board of Directors of 750,000 euros for fiscal year 2026, unchanged from 2025.

Twenty-third resolution

Setting the total annual amount of remuneration for Directors for fiscal year 2026

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code presented in chapter 4 of the 2025 Universal Registration Document;
- sets as of the fiscal year 2026 the total maximum amount provided for by Article L. 225-45 of the French Commercial Code available for remuneration to members of the Board of Directors at 750,000 euros.

9.2. EXTRAORDINARY GENERAL MEETING

RESOLUTION 24

Authorization to reduce the share capital by cancellation of treasury shares

Purpose

You are requested to authorize the Board of Directors to reduce the Company's share capital by cancellation of all or part of the treasury shares.

In accordance with legal provisions, the shares may only be cancelled up to 10% of the share capital per 24-month period.

This authorization would be for a period of 18 months and would cancel the prior authorization granted to the Board of Directors in the 17th resolution of the General Meeting of May 20, 2025.

Twenty-fourth resolution

Authorization to be granted to the Board of Directors to reduce the Company's share capital by cancellation of treasury shares

The General Meeting:

- voting in accordance with *quorum* and majority rules for Extraordinary General Meetings;
- after considering the Report of the Board of Directors and the Special Report of the Auditors;
- authorizes the Board of Directors, in accordance with Article L. 22-10-62 *et seq.* of the French Commercial Code, to cancel, on one or more occasions, some or all of the Company's own shares held by the Company in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, up to a maximum of 10% of the share capital per twenty-four month periods.

The General Meeting grants full powers to the Board of Directors (with the option to further delegate) to:

- reduce the share capital by canceling shares;
- approve the definitive amount of the share capital reduction, set the terms and conditions and certify completion thereof;
- allocate the difference between the carrying amount of the shares cancelled and their par value to available reserves or additional paid-in capital;
- amend the Articles of association accordingly; and
- more broadly, carry out any formalities and requirements needed to implement this resolution.

The authorization is granted for eighteen months from the date of this General Meeting. It cancels and supersedes the unused portion and unexpired period of the prior authorization granted in the 17th resolution of the General Meeting of May 20, 2025.



RESOLUTION 25

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing new ordinary shares and/or securities giving access to the share capital, with preservation of Shareholders' preferential rights of subscription

Purpose

You are asked to delegate to the Board of Directors the authority to proceed, in France or abroad, with one or several issuance(s) of new ordinary shares of the Company and/or of securities giving access by any means to the Company's share capital, with preservation of Shareholders' preferential rights of subscription.

This system is intended to give your Board of Directors the opportunity to react quickly to the financial needs of the Company, allowing it also to select, in due time, the most appropriate type of securities to be issued.

The authorization would cover the issuance of ordinary shares and/or any securities giving access to the share capital (hereinafter the "Complex Capital Securities" *valeurs mobilières composées*), notably for example, shares with warrants, bonds with share subscription warrants, bonds convertible into shares or equity warrants.

The total nominal amount of issuances likely to be performed immediately or in the future would not exceed 16 million euros. To these amounts shall be added, if necessary, the additional nominal amount of securities to be issued in order to preserve, in accordance with the law, the rights of bearers of already issued investment securities giving right to shares.

We remind you that the decision to issue securities giving right to the share capital would also entail waiver by the Shareholders of their preferential rights of subscription to the share capital to which the securities issued would give right.

You are asked to decide that if the subscriptions on an irreducible basis and, if applicable, on a reducible basis, do not absorb all the ordinary shares and/or securities issued, the Board may offer to the public all or part of the unsubscribed shares.

This delegation of authority would be given for a period of 26 months starting from the date of this General Meeting and would replace the delegation granted to the Board of Directors by the 18th resolution of the General Meeting of May 29, 2024.

This delegation may not be used during public offers on the Company's shares.

If necessary, the Board of Directors will keep you informed about the use of this delegation of authority under the conditions provided by law.

Twenty-fifth resolution

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing new ordinary shares and/or securities giving access to the capital, with preservation of Shareholders' preferential rights of subscription

The General Meeting:

- voting in accordance with *quorum* and majority rules for Extraordinary General Meetings;
- after considering the Report of the Board of Directors and the Special Report of the Auditors;
- deliberating in compliance with Articles L. 225-129 et seq., L. 228-91 and L. 228-92 of the French Commercial Code;
- delegates authority to the Board of Directors to decide, immediately or in the future, with preservation of Shareholders' preferential rights of subscription, in France and/or abroad, either in euros, in foreign currency or in any unit of account established by reference to a set of currencies:
 - one or several increases of the share capital, by cash contribution and issuing new ordinary shares of the Company, and/or
 - one or several issues of securities (hereinafter the "Complex Capital Securities" *Valeurs Mobilières Composées*) giving access by any means to the Company's share capital.

The General Meeting decides that the total nominal amount of issuances likely to be performed immediately or in the future shall not exceed 16 million euros, it being specified that to these amounts, shall be added, if necessary, the additional nominal amount of shares to be issued in order to preserve, in accordance with the law, the rights of the bearers of already issued investment securities giving right to shares. Consequently, the General Meeting delegates authority to the Board of Directors to, notably, and without this list being exhaustive:

- (a) assess the timeliness of deciding whether or not to carry out one or several increase(s) of the share capital by issuing new ordinary shares of the Company and/or one or several issuance(s) of Complex Capital Securities;
- (b) decide the nature and characteristics of the Complex Capital Securities;
- (c) set the amount of the increase(s) of the share capital by issuing new ordinary shares and/or issuance of Complex Capital Securities;



- (d) determine the conditions and methods of performance of the share capital increase(s) and/or of the issuance of Complex Capital Securities, notably set the issuance price of the new ordinary shares and/or of the Complex Capital Securities (and the shares to which the latter shall give right), with or without premium, in accordance with the rules and regulations in force;
- (e) set the opening and closing dates of subscriptions, extend these dates if necessary, organize receipt of funds and more generally acknowledge the final performance of the increase(s) of share capital and/or the issuance of Complex Capital Securities, and/or the capital increases resulting from the exercise of Complex Capital Securities;
- (f) proceed with the modification of the articles of incorporation accordingly, do all that is necessary and carry out all legal formalities;
- (g) conclude with any investment service provider of its choice, any firm underwriting agreement relating to the issuance;
- (h) determine the conditions and methods of exercising rights attached to the issued Complex Capital Securities;
- (i) take all necessary measures for the proper management of the issuing of Complex Capital Securities and draft an issuance contract for each category and issuance of Complex Capital Securities;
- (j) decide the issuance of shares to which the Complex Capital Securities shall give right and set the date of possession of said shares;
- (k) prepare all the documents necessary to inform the public, Shareholders and holders of previously issued Complex Capital Securities;
- (l) take all measures to ensure, if necessary, the preservation of the rights of holders of already issued Complex Capital Securities giving right to the allocation of share capital, in accordance with the rules and regulations in force and notably the provisions of Articles L. 228-98 to L. 228-102 of the French Commercial Code;
- (m) take all measures to proceed with the appointment of a representative of stock owners for each category of Complex Capital Securities issued;

- (n) delegate to the Chief Executive Officer or, in accordance with the latter, to one or several Executive Vice-President(s), the authority to decide on the performance of the share capital increase(s) and/or the issuance of Complex Capital Securities, as well as the authority to suspend it, under the conditions and according to the methods set by the Board of Directors.

The General Meeting takes note that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the share capital also prevails over waiving by the Shareholders of their preferential rights of subscription to the share capital to which the securities issued give right.

The General Meeting decides that if the subscriptions have not been taken up in full by Shareholders exercising their pre-emptive rights as described above, the Board may take one or more of the following courses of action, in the order of its choice: (i) freely allocate all or some of the unsubscribed securities among the investors of its choice, (ii) offer the unsubscribed securities for subscription by the public and/or (iii) limit the amount of the issue to the subscriptions received provided that at least three-quarters of the issue is taken up.

This delegation of authority is given for a period of 26 months starting from the date of this General Meeting.

The General Meeting takes note that this delegation replaces any previous delegation having the same purpose, and notably, the delegation granted to the Board of Directors by the 18th resolution of the General Meeting of May 29, 2024.

In accordance with Article L. 225-129-5 of the French Commercial Code, the other details of implementation of the operation will be explained in a supplementary report from the Board of Directors and issued when the Board exercises the delegation of authority given by this General Meeting in accordance with provisions set by decree.

The Board of Directors shall inform the General Meeting each year of operations performed within the scope of this resolution.



RESOLUTION 26

Delegation of authority to be given to the Board of Directors in order to decide to increase the share capital on one or several occasions by incorporation of reserves, profits or premiums or other sums of money whose capitalization shall be accepted

Purpose

You are asked, in accordance with Article L. 225-129 of the French Commercial Code, to delegate to the Board of Directors, for a period of 26 months, the authority to increase the share capital of the Company, on one or several occasions, in the proportions and at the times the Board shall deem necessary, by incorporation of all or part of the reserves, profits and/or premiums or other sums whose capitalization shall be legally or statutorily possible, and this by attribution of new free shares of the Company or by increase of the nominal value of the existing shares of the Company.

The maximum nominal amount of the share capital increase(s) likely to be decided by the Board of Directors or by the Chief Executive Officer and performed by virtue of this delegation, may not be higher than the global maximum amount of reserves, profits and/or premiums or other sums that may be incorporated into the share capital.

This delegation may not be used during public offers on the Company's shares.

This delegation would cancel any other previous delegation having the same purpose, and notably the delegation of authority granted to the Board of Directors by the 19th resolution of the General Meeting of May 29, 2024.

Twenty-sixth resolution

Delegation of authority to be given to the Board of Directors to decide to increase the share capital on one or several occasions by incorporation of reserves, profits or premiums or other sums of money whose capitalization shall be accepted

The General Meeting:

- voting in accordance with *quorum* and majority rules for Ordinary General Meetings;
- after considering the Report of the Board of Directors ;
- making use of the option provided in Article L. 225-129 of the French Commercial Code, decides:
 - to delegate to the Board of Directors, for a period of 26 months, the authority to decide a share capital increase, on one or several occasions, in the proportions and at the times the Board shall deem necessary, by incorporation of all or part of the reserves, profits and/or premiums or other sums whose capitalization shall be legally or statutorily possible, and by attribution of new free shares of the Company and/or by increase of the nominal value of the existing shares of the Company,
 - that the maximum nominal amount of the share capital increase(s) likely to be decided by the Board of Directors or by the Chief Executive Officer (or Executive Vice-President) and performed by virtue of this delegation, cannot be higher than the global maximum amount of reserves, profits and/or premiums or other sums that may be incorporated into the share capital and which will exist at the time of the decision to increase the share capital of the Company, not taking into account the amount that may be necessary to preserve, in accordance with the law, the rights of bearers of already issued securities giving access to the shares of the Company.

Consequently, the General Meeting delegates to the Board of Directors the authority, notably, and without this list being exhaustive, to:

- (a) determine the amount and nature of sums to be incorporated in the Company's share capital;
- (b) set the number of the Company's new shares to be issued and which shall be freely allocated and/or the amount of existing shares whose nominal value shall be increased;
- (c) determine the date, possibly retroactively, from which the Company's new shares shall be entitled to dividends or that at which the increase in the nominal value of the Company's existing shares shall be effective;
- (d) decide, if necessary, that the rights resulting in fractions of shares are not negotiable or assignable and that the corresponding shares shall be sold, the proceeds from such sale being allocated to owners of rights under the conditions and within the time periods provided for by the regulations in force;
- (e) deduct from one or several items of the available reserves the sums necessary to bring the legal reserve amount to one-tenth of the Company's share capital after each share capital increase;
- (f) take all measures to ensure the proper implementation of each share capital increase and to acknowledge the performance of each share capital increase, proceed to the modification of the articles of incorporation accordingly and carry out all relevant legal formalities;
- (g) take all measures to allow holders of securities giving access to the capital, to obtain new shares of the Company;
- (h) delegate to the Chief Executive Officer or in agreement with the latter, to one or several Executive Vice-President(s), the authority to decide on the performance of the capital increase(s), as well as to postpone such issue, under the conditions and in accordance with the methods set by the Board of Directors.

The General Meeting takes note that this delegation shall cancel any other previous delegation having the same purpose, and notably the delegation of authority granted to the Board of Directors by the 19th resolution of the General Meeting of May 29, 2024.

RESOLUTION 27

Amendment to Article 8 bis of the Company's Articles of Association relating to threshold crossings

Purpose

In the interests of continuous improvement of our Articles of Association and greater transparency, shareholders are asked to amend and clarify the provisions of our Articles of Association relating to thresholds crossing, in order to bring the formalities into line with the regulatory requirements of the Financial Markets Authority (*Autorité des marchés financiers*).

Twenty-seventh resolution

Amendment to Article 8 bis of the Company's Articles of Association relating to threshold crossings

The General Meeting:

- voting in accordance with *quorum* and majority rules for Extraordinary General Meetings;
- after considering the Board of Directors' Report;
- decides to amend Article 8 bis of the Company's Articles of Association as follows:

Current wording	Proposed new wording
<p>"Article 8 bis - Crossing thresholds</p> <p>In addition to the disclosure thresholds provided for in the applicable laws and regulations, any individual or legal entity, acting alone and/or in concert, coming into possession, directly or indirectly, in any manner whatsoever within the meaning of Articles L. 233-7 et. seq. of the French Commercial Code, of a number of securities representing a fraction of the capital equal to or higher than 1% of the capital and/or voting rights must communicate to the Company the total number of shares, voting rights and securities giving future access to the capital (and voting rights potentially attached to these securities), that this individual or legal entity holds, alone and/or in concert, directly and/or indirectly. The information shall be sent by registered letter with acknowledgement of receipt within five (5) trading days of the date on which the threshold is crossed.</p> <p>Once a Shareholder's interest exceeds the above-mentioned 1% threshold, said Shareholder must notify the Company each time an additional threshold of 0.5% of the capital or voting rights is crossed, even when such notification is not required under the disclosure obligations provided for in the applicable laws and regulations.</p> <p>This obligation applies under the same conditions and within the same deadline, when the holding in the share capital falls below the foregoing threshold.</p> <p>Upon request, recorded in the minutes of the Shareholders' Meeting, of one or several Shareholders holding at least 2% of the capital and/or of the voting rights of the Company, the Shareholder who has not carried out the declarations provided for in the present article is deprived of the voting rights attached to the shares exceeding the fraction of the capital that has not been declared. Withdrawal of voting rights will apply to any Shareholders' Meeting held until the expiry of a two-year period following the date at which such disclosure is properly made."</p>	<p>"Article 8 bis - Crossing thresholds</p> <p>In addition to the disclosure thresholds provided for in the applicable laws and regulations, any individual or legal entity, acting alone and/or in concert, coming into possession, directly or indirectly, in any manner whatsoever within the meaning of Articles L. 233-7, L. 233-9 et L. 233-10 of the French Commercial Code, of a number of securities representing a fraction of the capital equal to or higher than 1% of the capital and/or voting rights must communicate to the Company the total number of shares, voting rights securities giving future access to the capital (and voting rights potentially attached to these securities), as well as similar securities within the meaning of Article L. 233-9 of the French Commercial Code, that this individual or legal entity holds, alone and/or in concert, directly and/or indirectly. The information shall be sent by registered letter with acknowledgement of receipt within four (4) trading days following the day on which the threshold is crossed specifying in particular the information to be provided to the Financial Markets Authority when a legal threshold is crossed, in accordance with its general regulations.</p> <p>Once a Shareholder's interest exceeds the above-mentioned 1% threshold, said Shareholder must notify the Company each time an additional threshold of 0.5% of the capital or voting rights is crossed, even when such notification is not required under the disclosure obligations provided for in the applicable laws and regulations.</p> <p>This obligation applies under the same conditions and within the same deadline, when the holding in the share capital falls below the foregoing threshold.</p> <p>Upon request, recorded in the minutes of the Shareholders' Meeting, of one or several Shareholders holding at least 2% of the capital and/or of the voting rights of the Company, the Shareholder who has not carried out the declarations provided for in the present article is deprived of the voting rights attached to the shares exceeding the fraction of the capital that has not been declared. Withdrawal of voting rights will apply to any Shareholders' Meeting held until the expiry of a two-year period following the date at which such disclosure is properly made."</p>





RESOLUTION 28

Authorization to perform formalities

Purpose

This resolution allows for the performance of the legal formalities following this General Meeting.

Twenty-eighth resolution

Authorization to perform formalities

The General Meeting fully empowers the bearer of a copy or excerpt of this document to carry out all necessary legal formalities.



10. WAYS TO PARTICIPATE

10.1. PRELIMINARY FORMALITIES TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

All Shareholders, regardless of the number of shares held, may participate in the Shareholders' Meeting. For this, you must provide evidence that you are a shareholder through registration of your shares in your name (or in the name of the bank or broker that manages your securities account) as of the second business day preceding the Meeting *i.e.*, on **Monday, May 18, 2026** at 00:00 (Paris time):

- either in the Shareholders' register kept for the Company by its agent, Société Générale Securities Services, or;
- in a bearer share account held by the financial intermediary that manages your securities account.

Once you have requested an admission card, voted by post or granted a proxy, you may no longer choose another way to participate in the Meeting.

10.2. USE OF THE SINGLE FORM

Shareholders wishing to use an admission card, vote by mail or be represented using the Single Form, will be able to choose one of the following four Single Form options:

- **vote by mail;**
- **use an admission card;**
- **give proxy to the Chair of the Shareholders' Meeting; or**
- **give proxy to the spouse, civil union partner, another shareholder of the Company or any other natural or legal person.**

Whichever option is chosen, the shareholder must date and sign the Single Form and return it as indicated below:

- **for registered Shareholders** (pure and administered): return the Single Form, completed with the instructions to Société Générale Securities Services, using the pre-paid envelope attached to the convening letter, so that it arrives **no later than Monday, May 18, 2026 at 12:00 p.m.** (Paris time);
- **for bearer Shareholders:** return the Single Form, completed with instructions, to their account-holding institution, which will forward it together with the certificate of participation issued by it the account-holding institution to Société Générale Securities Services, so that these two documents are received **no later than Monday, May 18, 2026 at 12:00 p.m.** (Paris time).

If the shareholder wishes **to give proxy** to his or her spouse, PACS partner, another Société BIC shareholder or any other natural or legal person, notification of the revocation of a previously appointed proxy and, where applicable, the appointment of a new proxy must be sent to Société Générale Securities Services, no later than **Monday, May 18, 2026 at 12:00 p.m.** (Paris time), by mail indicating the last name of the Company, the date of the Meeting, the name, first name, address and account number for registered Shareholders or the bank references for bearer Shareholders, as well as the name, first last name and address of the proxy holder bearer Shareholders must also ask their bank to send written confirmation to Société Générale Securities Services, Service Assemblées Générales, at the address below.

For all proxy forms without indication of a proxy name, the Chair of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions.

Whatever the situation of the shareholder, the Single Form must not be sent directly to the Company under any circumstances.



10.3. USE OF VOTACCESS PLATFORM

In accordance with the provisions of Article R. 225-61 of the French Commercial Code and the Company's bylaws, Shareholders can vote at this Shareholders' Meeting by electronic means of communication, via the VOTACCESS platform.

By connecting to the VOTACCESS platform, Shareholders will be able to (i) vote by internet, (ii) request an admission card online or (iii) give power of attorney to the Chair of the Meeting or to any natural or legal person.

The VOTACCESS platform for the Shareholders' Meeting of May 20, 2026 will be open **from Wednesday, April 29, 2026 at 9:00 a.m.** (Paris time) **until Tuesday, May 19, 2026 at 3:00 p.m.** (Paris time).

In order to avoid any possible congestion of the VOTACCESS platform, Shareholders are advised not to wait until the day before the Shareholders' Meeting to send their instructions.

To access the VOTACCESS platform and transmit instructions, the shareholder must follow the instructions below:

- **for registered Shareholders (pure and administered):** access the VOTACCESS platform, dedicated to the Shareholders' Meeting, via the website <https://sharinbox.societegenerale.com/fr/>:
 - **registered Shareholders** should connect to the website <https://sharinbox.societegenerale.com/fr/> using their usual login details, or their login email (if they have already activated their Sharinbox by SG Markets account), then follow the on-screen procedure. The connection identifier is indicated on the Single Form sent with the convening letter. Once connected, Shareholders should click on the **"Reply"** button on the "Shareholders' Meeting" insert on the home page and will be automatically directed to the VOTACCESS platform to vote by Internet or to give proxy to the Chair or to any other person or entity or to revoke any previously appointed proxy,
 - **administered registered Shareholders** must connect to the <https://sharinbox.societegenerale.com/fr/> website using the connection ID indicated on the Single Form sent with the convening letter or in the letter sent to them before the VOTACCESS platform opens. Once on the home page, Shareholders should follow the instructions on the screen to access the VOTACCESS platform website and vote by internet or give proxy to the Chair or to any other person or entity or revoke any previously appointed proxy. If the Shareholder loses or forgets its password, a new one can be obtained via the authentication page on the site;
- **for bearer Shareholders:** check whether or not their account-holding institution has subscribed to the VOTACCESS platform. Access to the VOTACCESS platform via the website of the shareholder's account-holding institution may be subject to specific conditions of use defined by this institution. Consequently, bearer Shareholders interested in this service are invited to contact their account-holding institution in order to find out about these conditions of use:
 - if the shareholder's account-holding institution has joined the VOTACCESS platform, the shareholder must log on to the internet portal of his account-holding institution with his usual access codes, click on the icon that appears on the line corresponding to his BIC shares and follow the instructions on the screen in order to transmit his instructions (vote on the resolutions, power of attorney to the Chair or power of attorney to any natural person or legal entity, or revocation of any previously designated proxy),
 - if the shareholder's account-holding institution has not subscribed to the VOTACCESS platform, the shareholder must send instructions to his account-holding institution in accordance with the procedures described in paragraph 10.2. above (see section Use of the Single Form). Bearer Shareholders whose account-holding institution has not joined the VOTACCESS platform and who wish to revoke a previously appointed proxy, must send an e-mail to the following address: assemblees.generales@sgss.socgen.com, including the name of the Company, the surname, first name, address and full bank details of the principal and the surname, first name and address of the proxy. They must also ask their account-holding institution to send written confirmation to Société Générale Securities Services, Service Assemblées Générales, 32, rue du Champ du Tir – CS 30812, 44308 Nantes cedex 3, no later than **Monday, May 18, 2026 at 12:00 p.m.** (Paris time). Only notifications of appointment or revocation of powers of attorney may be sent to the above-mentioned e-mail address; any other request or notification relating to another subject matter will not be taken into account and/or processed.

Shareholders voting via the VOTACCESS platform must not return their Single Form.



10.4. SHAREHOLDER INFORMATION

The information and documents provided for in Article R. 22-10-23 of the French Commercial Code will be published on the Company's website <https://investors.bic.com/en-us> (Investors/Shareholders and General Meetings/2026 General Meeting section), no later than the twenty-first day prior to the Meeting.

Shareholders may request, within the legal and regulatory time limits, communication of the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code and consultation of the other documents that must be made available to Shareholders within the framework of this Shareholders' Meeting at the Company's registered office, by email (preferably) to investors.info@bicworld.com, or by request addressed to the Company's registered office at 12-22, Boulevard Victor Hugo, 92110 Clichy.

10.5. REQUESTS FOR THE INCLUSION OF DRAFT RESOLUTIONS OR AGENDA ITEMS ON THE CONVENING NOTICE

In accordance with Articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code, Shareholders who meet the conditions prescribed by law may request the inclusion of draft resolutions or items on the agenda of the Meeting by registered letter with acknowledgement of receipt addressed to the Chair of the Board of Directors or by electronic mail to the following address: investors.info@bicworld.com so as to be received by **Saturday, April 25, 2026** at the latest. Requests must be accompanied by a certificate of account registration proving the fraction of the capital held, as referred to in Article R. 225-71 of the French Commercial Code.

Consideration of the item or resolution is subject to the submission by the applicants of a new certificate proving the registration of the shares in the same accounts on the second business day preceding the Meeting i.e., on **Monday May 18, 2026** at 00:00 (Paris time) at the latest.

The request for registration of draft resolutions shall be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement. Reasons must be given for the request to include an item on the agenda of the Meeting.

The draft resolutions submitted by Shareholders that met the legal requirements, as well as the items added to the agenda of the Meeting at the request of the above-mentioned Shareholders, will be published without delay on the Company's website: <https://corporate.bic.com/en-us> (heading Investors/Shareholders and General Meetings/General Meeting 2026). For each item on the agenda, the Company may publish comments made by the Board of Directors.

10.6. WRITTEN QUESTIONS

Shareholders may submit written questions to the Company at the following email address: investors.info@bicworld.com or by registered letter with return receipt addressed to the Chair of the Board of Directors at the Company's registered office. In accordance with the provisions Article R. 225-84 of the French Commercial Code, written questions will be validly taken into

account if they are received at the Company's registered office **before the end of the fourth business day** preceding the Shareholders' Meeting, i.e., **Thursday, May 14, 2026**. In order to be taken into account, they must be accompanied by a certificate of account registration.



10.7. HOW TO FILL IN THE FORM?

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, n'oubliez pas de remplir les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form
 JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE GÉNÉRALE - I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form
 If you wish to attend the Meeting in person: Tick here



SOCIÉTÉ BIC
 12-22 Boulevard Victor Hugo, 92110 CLICHY
 Capital : 156.090.219,48 €
 552 006 443 RCS NANTERRE

Décret n° 2026-94 du 13 février 2026 : retrouvez la documentation sur le site
<https://investors.bic.com/fr-fr/shareholders/assemblees-generales-annuelles>

ASSEMBLÉE GÉNÉRALE MIXTE
 le 20 mai 2026 à 09h30 à Comet Bourse,
 35 rue Saint-Marc, 75002 Paris
COMBINED SHAREHOLDERS' MEETING
 of May 20, 2026 at 9:30 a.m at Comet Bourse,
 35 rue Saint-Marc, 75002 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noirissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
 - Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting:
 - Je m'abstiens. / I abstain from voting:
 - Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr./Mrs or Miss, Corporate Name to vote on my behalf:

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:
 sur 1^{ère} convocation / on 1st notification: 18 mai 2026, 12h00
 sur 2^{ème} convocation / on 2nd notification: à la banque / to the bank

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

ATTENTION : Pour le vote par correspondance, les instructions doivent être traduites en français.
CAUTION: As for ballot by post, instructions must be in French.

Nom, prénom / Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Instructions doivent être traduites en français / Instructions must be in French

Adresse / Address

If you wish to attend the Meeting in person: Tick here

If you wish to vote by post: Tick here and follow the instructions

If you wish to give your proxy to the Chair of the Meeting: Tick here

If you wish to give your proxy to a designed person attending the Meeting: Tick here and specify the name and address of this person

← **ENTER HERE**
 your full name and address or check them if they are already set forth

Regardless of your choice, date and sign here

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cette notification s'applique automatiquement en tant que procuration au Président de l'Assemblée Générale »
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting



INVESTOR RELATIONS
12, BOULEVARD VICTOR HUGO
92611 CLICHY CEDEX – France
TEL: 33 (0) 1 45 19 52 00
EMAIL: investors.info@bicworld.com
LIMITED COMPANY CAPITAL EUROS 156,090,219.48
DIVIDED INTO 40,861,314 SHARES OF EUROS 3.82
QUOTED ON EUROLIST EURONEXT PARIS
CODE ISIN : FR0000120966
MNEMONIC: BB CONTINUOUS QUOTATION
552.008.443 REGISTERED IN NANTERRE France





SOCIÉTÉ BIC
92110 CLICHY, FRANCE
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