

**GEVELOT**  
**Limited Company with capital of € 26,932,500**  
**Registered Office at Levallois Perret (Hauts de Seine) - France**  
**6 boulevard Bineau**  
**562 088 542 R.C.S. NANTERRE**

**PRIOR NOTICE OF MEETING CONSTITUTING A NOTIFICATION TO ATTEND**

The Shareholders of the Gévelot Company are advised that they are convened on Wednesday 15 June 2022 at 10:30 am at the head office of the Company, 6 boulevard Bineau, Levallois-Perret (Hauts de Seine), France,

**To the Combined Annual General Meeting in order to deliberate on the following agenda:**

**Within the competence of the Ordinary Annual General Meeting**

- Management Report from the Board of Directors on the progress of the Company during the fiscal year 2021,
- Report from the Statutory Auditors on Corporate Financial Statements and Consolidated Accounts of the fiscal year 2021
- Approval of the Corporate Financial Statements for the fiscal year ended 31 December 2021,
- Approval of the Consolidated Accounts for the fiscal year ended 31 December 2021,
- Approval of the Agreements mentioned in Article L.225-38 of the Commercial Law,
- Allocation of net income of the fiscal year 2021,
- Discharge to Directors,
- Directors,
- Authorization of a share buyback program for cancel
- Powers,
- Questions.

**Within the competence of the Extraordinary Annual General Meeting**

- Authorization given to the Board of Directors to cancel Shares that the Company could have bought back under the new Share buyback program,
- Modification of the Purpose of the Company (Article 2 of the Articles of Association)
- Modification of the Article 12 bis of the Articles of Association related to the threshold crossing
- Bringing the Articles of Association into line with legislative developments

**DRAFT RESOLUTIONS**  
**(COMBINED GENERAL MEETING, 15 JUNE 2022)**

**I – ORDINARY RESOLUTIONS**

**First Resolution**

The General Meeting, having listened the Management Report from the Board of Directors and the Report from Statutory Auditors, approves these Reports in their entirety, as well as the annual Corporate Financial Statements 2021 showing a net profit of 1,754 K€.

**Second Resolution**

The General Meeting, having considered the Reports from the Board of Directors and Statutory Auditors, approves the annual Consolidated Accounts as presented, and showing for the fiscal year 2021 a consolidated net profit, Group Share, of € 7.2 million.

**Third Resolution**

The General Meeting takes note of the Special Report from Statutory Auditors on regulated Agreements and Commitments mentioned in Article L.225-38 of the Commercial Law and approves the said operations.

#### Fourth Resolution

The General Meeting decides to allocate

the profit for the fiscal year of.....	1,754,082.85 €
increased by the previous balance brought forward of .....	16,558,398.82 €
constituting the distributable profit of.....	18,312,481.67 €

as follows:

. Dividend : .....	2,308,500.00 €	
		- 2,308,500.00 €
. Balance brought forward		
after allocation:.....		16,003,981.67 €

The global dividend is €3.00 per share for 769,500 shares so €2,308,500.00 and will be distributed as from June 20, 2022.

In accordance with Article 243 bis of the French General Tax Code, it is stipulated that the totality of the proposed dividend is eligible for the 40% tax allowance benefiting to individuals domiciled in France according to Article 158-3, 2° of the General Tax Code. This allowance applies only in the case of an express, irrevocable and global option for taxation according to the progressive income tax schedule when filing the annual income statement of the beneficiary. In the absence of such an option, the dividend to be distributed to these individuals domiciled in France falls within the scope of the single flat-rate levy (PFU) without the application of this 40% tax allowance.

Prior to payment, the dividend is subject to social security contributions and to the 12.8% mandatory non-statutory levy written in Article 117 quater of the French General Tax Code, paid as an advance payment of income tax, except where the taxpayer has duly waived the exemption.

Pursuant to Article 243 bis of the General Tax Code, it is recalled that the distribution of the following dividends was carried out in the past three fiscal years, these dividends being fully eligible for the 40 % tax allowance mentioned in Article 158.3.2° of the General Tax Code:

Fiscal Year	Net	Tax Credit	Number of Shares	
			Paid	Overall
2018	1.80	pm	769 500	769 500
2019	1.60	pm	769 500	769 500
2020	2.00	pm	769 500	769 500

#### Fifth Resolution

The General Meeting discharges the Board of Directors of the execution of their Mandate for the fiscal year 2021.

#### Sixth Resolution

Mrs Armelle Caumont Caimi's directorship being expired, the General Meeting renews his mandate for a period of three years until the 2025 General Meeting that will be called to approve the accounts for the fiscal year 2024.

#### Seventh Resolution

**Authorisation of a € 4 million share buyback programme by the company in view of cancelling those shares within the limit of 2.5% of its share capital**

The General Meeting of Shareholders, acting under the conditions of quorum and majority required for Ordinary General Meetings, having taken note of the Report of the Board of Directors, authorises the Board of Directors, in accordance with the provisions of the French Commercial Code in Articles L. 22-10-62 et seq. of the French Commercial Code and European Regulation No.596/2014 of 16 April 2014, to have the Company purchase its own Shares.

This authorisation is given to allow the possible cancellation of vested Shares, subject to the adoption of the eighth Extraordinary Resolution on the agenda of this General Meeting.

The acquisition, transfer or assignment transactions described above may be carried out by any means compatible with the Law and the Regulations in force, including in the context of negotiated transactions.

These transactions may take place at any time, including during the period of a public offering or pre-offering on the shares of the company under the legal and regulatory conditions and in compliance in particular with Articles 231-38 and 231-40 of the General Regulations of the Autorité des marchés financiers.

The General Meeting fixes the maximum number of Shares that may be acquired under this Resolution at 2.5% of the Company's capital on the date of this Meeting, which corresponds to 19,230 shares, it being specified that in the context of the use of this authorisation, the number of Auto Shares held must be taken into account so that the Company remains permanently within the limit of a maximum number of treasury Shares held legally equal to 10% of the Share Capital. The General Meeting decides that the total amount spent on these acquisitions may not exceed €4 million.

The General Meeting delegates to the Board of Directors all powers necessary, as provided by law, in order to:

- decide on the implementation of this authorisation,
- place all stock exchange orders, conclude all agreements in accordance with the stock exchange regulations in force,
- make all declarations and complete all other formalities, in particular the keeping of records of purchases and sales of Shares and, in general, to proceed with all necessary steps.

The Board of Directors, in its annual report, shall keep the General Meeting informed of all transactions carried out pursuant to this authorisation.

This authorisation is granted for a period of 18 months starting from the date of this Meeting.

## II – EXTRAORDINARY RESOLUTIONS

### **Eighth Resolution**

#### **Authorisation given to the Board to cancel the shares that the company may have bought back under the share buyback programme**

The General Meeting of Shareholders, having considered the report of the Board of Directors and the special report of the Statutory Auditors and ruling under the conditions of quorum and majority required for Extraordinary General Meetings, authorises, within the limit of 10% of the capital per 24-month period, the Board of Directors to cancel, in one or more occasions, on its sole decision, all or part of the Shares that the Company holds or would hold within the framework of Article L. 22-10-62 of the French Commercial Code and correspondingly reduce the share capital.

The General Meeting confers all powers on the Board of Directors to carry out the capital reduction(s), charge the difference between the redemption value of the cancelled Shares and their nominal value against the available premiums and reserves of its choice, amend the articles of association, reallocate the portion of the legal reserve that has become available as a result of the capital reduction, make all declarations to the Autorité des Marchés Financiers and complete the required formalities.

This authorisation is granted for a period of 24 months from the date of this Meeting.

### **Ninth Resolution**

#### **Modification of the Company's Purpose (Article 2 of the Articles of Association)**

The General Meeting of Shareholders, having taken note of the Report of the Board of Directors and acting under the quorum and majority conditions required for Extraordinary General Meetings, decides to amend Article 2 of the Articles of Association (Purpose) as follows:

##### Former wording:

- 1) the operation of any establishment or business of a commercial or industrial nature relating to the manufacture and sale of all products, machine tools, mechanical or other parts, raw materials and objects of any kind and in particular all products for turning, drawing, stamping, forging and extrusion. The acquisition, use, assignment, granting of all industrial property rights, such as patents, trademarks, licences, processes;
- 2) the taking of all interests, in all forms, in all Companies and Corporations, present or future, having a commercial purpose, including services, or industrial;
- (3) the acquisition, construction, management, administration, operation by lease, rental or otherwise of any buildings or real estate property and rights;
- 4) and generally, all financial, industrial, commercial, securities and real estate transactions directly related to the corporate purpose above.

##### New wording:

- 1) the operation of any establishment or business of a commercial or industrial nature relating to the manufacture and sale of all products, machine tools, mechanical or other parts, raw materials and objects of any kind and in particular in the field of the transfer of fluids. The acquisition, use, assignment, granting of all industrial property rights, such as patents, trademarks, licences, processes;
- 2) the taking of all interests, in all forms, in all Companies and Corporations, present or future, having a commercial purpose, including services, or industrial;
- (3) the acquisition, construction, management, administration, operation by lease, rental or otherwise of any buildings or real estate property and rights;
- 4) the investment and management of funds belonging to it, including in investment funds, as well as the granting of cash advances, securities, endorsements or guarantees that it will be considered useful to provide companies in which the Company holds a majority or non-majority interest,
- 5) and generally, all financial, industrial, commercial, securities and real estate transactions directly related to the corporate purpose above

## Tenth Resolution

### Amendment to Article 12 bis of the Articles of Association (Threshold Crossing)

The General Meeting of Shareholders, having taken note of the Report of the Board of Directors and acting under the quorum and majority conditions required for Extraordinary General Meetings, decides to amend Article 12 bis of the Articles of Association as follows:

#### Former wording:

##### Article 12 bis Threshold crossing

Any natural or legal person who comes to own a number of shares corresponding to 2.5% of the share capital or voting rights and to all multiples of this percentage up to the threshold of one-third of the share capital or voting rights, is required, within fifteen days of the registration in the account of the securities allowing them to reach or exceed this threshold of 2.5% and of each of its multiples, to declare to the Company, by registered letter with acknowledgement of receipt, the total number of shares or voting rights that they possess.

This requirement applies in the same conditions and timing when the holding in the share capital or ownership of voting rights becomes inferior to a threshold percentage indicated above.

Threshold crossings subject to declaration shall be assessed taking into account the shares held by (i) more than 50% shareholder companies, directly or indirectly, of the Reporting Company (ii); Companies whose capital is held more than 50%, directly or indirectly, by the Reporting Company, as well as (iii) Companies whose capital is held more than 50%, directly or indirectly, by a Company itself holding, directly or indirectly, more than 50% of the capital of the Reporting Company.

Failure to comply with the foregoing provisions is punishable by the deprivation of voting rights for shares exceeding the undeclared fraction, for any Shareholders' Meeting which will be held until the expiry of a period of two years following the date of regularisation of the notification provided for above, provided that the application of this sanction is requested by one or more Shareholders holding at least 2.5% of the capital or voting rights of the Company and that this request is recorded in the minutes of the General Meeting

#### New wording:

##### Article 12 bis Threshold crossing

In addition to the threshold crossing reporting obligations provided for in the AMF's general regulations, any natural or legal person, acting alone or in concert, who comes to hold, directly or indirectly, in any way whatsoever, a number of shares representing 2.5% of the share capital or voting rights of the company and in all multiples of this percentage up to the threshold of one-third of the share capital or voting rights, is required, within fifteen trading days after this threshold crossing, to report to the Company, by registered letter with acknowledgement of receipt, the total number of shares or voting rights that they own.

This requirement applies in the same conditions and timing when the holding in the share capital or ownership of voting rights becomes inferior to a threshold percentage indicated above.

For the application of the two preceding paragraphs, the shares or voting rights held are assimilated to the shares or voting rights listed in Article L. 233-9, I of the French Commercial Code.

Failure to comply with the foregoing provisions is punishable by the deprivation of voting rights for shares exceeding the undeclared fraction, for any Shareholders' Meeting which will be held until the expiry of a period of two years following the date of regularisation of the notification provided for above, provided that the application of this sanction is requested by one or more Shareholders holding at least 2.5% of the capital or voting rights of the Company and that this request is recorded in the minutes of the General Meeting.

## Eleven Resolution

### Bringing the Articles of Association into line with legislative developments

The General Meeting of Shareholders, having taken note of the Report of the Board of Directors and acting under the quorum and majority conditions required for Extraordinary General Meetings, decides to bring the Articles of Association into line with legislative developments as follows: Consequently:

- the third paragraph of **Article 9 of the Articles of Association (Forms of shares – Identification of holders of securities)** concerning the identification of holders of shares becomes as follows:

*"The company may request at any time, under the legal and regulatory conditions in force, that certain information be transmitted to it concerning the owners of its shares and securities conferring immediately or in the future the right to vote in its own Shareholders' Meetings."*

- **article 23 of the Articles of Association (Convening of General Meetings)** becomes as follows:

*"General meetings shall be convened in accordance with the conditions set out by law."*

*In order to allow the Shareholders to use the option referred to in Article 24 below to request the inclusion of draft resolutions on the agenda of a Meeting, the Company must publish in the Bulletin des Annonces Légales Obligatoires, at least thirty-five days before the beginning of the Meeting, a notice containing in particular the text of the draft resolutions to be presented to the Meeting by the Board of Directors as well as the indication of the places where the shares must be deposited under the conditions provided for in Article 24, and specifying that requests for the inclusion of draft resolutions must be made within ten days from the date of publication of the said notice."*

General Meetings are convened by notice inserted in a newspaper authorised to receive legal announcements in the departement of the place of the Registered Office at least fifteen days before the date of the Meeting as well as in the Bulletin des Annonces Légales Obligatoires.

However, if all the shares are registered, this insertion may be replaced by a notice sent, at the expense of the Company, by registered letter addressed to each Shareholder.

Shareholders holding registered shares for at least one month when the notice to attend is published are also convened to any General Meeting by all means laid down by the French Commercial Code.

When a Meeting has not been able to deliberate, due to a lack of the required quorum, the second Meeting and, where applicable, the second extended Meeting, is convened at least six full days in advance in the same form as the first. The notice and invitations to attend this second Meeting reproduce the first meeting's date and agenda".

- **article 25 of the Articles of Association (Access to Meetings - Proxy)** becomes as follows:

"Any shareholder may, in accordance with the laws and regulations in force, personally attend the General Meetings, vote remotely or appoint a proxy.

Any shareholder may also, if the Board of Directors so decides at the time of the convening of the Meeting, participate in the vote by video-conference or by any means of telecommunication and remote transmission including the Internet under the conditions provided for by the regulations applicable at the time of its use. If necessary, this decision is communicated in the notice of meeting published in the Bulletin des Annonces Légales Obligatoires (BALO). In this case, the shareholders are deemed to be present for the calculation of the quorum and the majority, participating remotely in the debates and the vote in the meeting by using means of remote transmission under the conditions provided for by law and regulations.

In order for the ballots to be counted, they must be received by the Company at least three days before the General Meeting is held, unless otherwise specified in the invitation to attend or mandatory provisions shortening this notice period.

Any shareholder may be represented by another shareholder, their spouse or by the partner with whom they have concluded a civil partnership, or any other person of their choice. "

- **article 27 of the Articles of Association (Voting - Number of Votes)** becomes as follows:

"At Ordinary and Extraordinary General Meetings, a quorum shall be calculated based on all the shares bestowing the right to vote comprising the share capital, and at special meetings, on all the shares in the relevant class, after deduction of shares which may be deprived of the right to vote in application of legal provisions.

Voting rights attached to shares are proportional to the share of capital they represent.

Where the shares of the Company are owned by one or more companies under its direct or indirect control, the voting rights attached to such shares or such voting rights may not be exercised at the general meeting of the company. They shall not be taken into account when calculating the quorum.

In the case of remote voting, the shares of the Shareholders who have sent their ballot within the required time participate in the vote when the Meeting is called to deliberate on resolutions on the agenda, but they do not take part in this vote if the Meeting is called to vote on an issue raised during the meeting. However, where the proposal put to the vote has as its object or effect to amend or render ineffective, in whole or in part, a resolution on the agenda, the said shares shall be considered as voting against the proposal, irrespective of the direction of the vote on the resolution. "

- the last paragraph of **Article 28 of the Articles of Association (Ordinary General Meeting)** concerning the calculation of majorities which becomes as follows:

"It rules by a majority of votes of the Shareholders present or represented. The votes cast do not include those attached to shares for which the shareholder has not taken part in the vote, has abstained or has voted blank or spoiled the ballot".

- the third paragraph of **Article 29 of the Articles of Association (Extraordinary General Meeting)** concerning the calculation of majorities which becomes as follows:

« It rules by a two-thirds majority of votes of the Shareholders present or represented. The votes cast do not include those attached to shares for which the shareholder has not taken part in the vote, has abstained or has voted blank or spoiled the ballot. »

- the third paragraph of Article 30 of the Articles of Association (**Special Extraordinary General Meeting**) concerning the calculation of majorities which becomes as follows:

« The Special General Meeting shall only be valid if the Shareholders present or represented own at least one-third of the shares with voting rights on the first call and one-fifth on the second call. In the absence of the latter quorum, the second meeting may be postponed to a date no later than two months after the date on which it was convened. It rules by a two-thirds majority of the votes cast by the Shareholders present and represented. »

### III – ORDINARY RESOLUTION

#### Twelfth Resolution

To proceed with any publication and filing required by law, and generally to carry out any statutory formalities, all powers are vested in the holder of original or duplicated copies or excerpts of these resolutions.

#### Terms and conditions of participation in this Meeting

All shareholders, regardless of the number of shares they own, have the right to take part in this Meeting, to be represented under the conditions of Article L. 22-10-39 of the French Commercial Code or to vote by mail.

##### A - Prerequisites to participate in the General Assembly

Only shareholders who can prove that their shares are registered in their name or in the name of the intermediary registered on their behalf on the second business day preceding the meeting, i.e. Monday 13 June 2022 at midnight, Paris time, may participate in the General Meeting :

- either in the registered share accounts held for the Company by its agent Société Générale Securities Services, 32 rue du Champ de Tir CS 30812 - 44308 Nantes Cedex 3, France
- or in the bearer share accounts held by the authorised intermediary by means of a certificate of participation issued by the latter.

##### B - How to participate and vote at the General Assembly

Shareholders wishing to attend the General Meeting in person may do so as follows:

- Any registered shareholder will then be admitted to the General Meeting upon proof of identity;
- Any bearer shareholder must ask the authorised financial intermediary managing his or her securities account to send him or her an admission card.

If they are unable to attend the meeting in person, shareholders may choose one of the following three options :

- a) Give a proxy to the person of their choice under the conditions of the article L. 225-106 of the Commercial code (mandate to a third party), it being specified that, in this case, the proxyholder will have to vote by correspondence under this power ;
- b) Send a proxy to the Company without specifying a representative (give proxy to the Chairman),
- c) Vote by correspondence.

It is specified that for any proxy given by a Shareholder without indication of proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all the other draft resolutions.

Shareholders may vote by post or give a proxy, using the voting form provided for this purpose. These means of participation made available to shareholders are now the only possible.

A single postal and proxy voting form is available to shareholders at the company's registered office or can be requested by simple letter, fax or email at the following email address : [assembleegenerale@gevelot-sa.fr](mailto:assembleegenerale@gevelot-sa.fr) and is also available on our website [www.gevelot-sa.fr](http://www.gevelot-sa.fr) . Any request received or made at the latest six days before the date of the meeting will be granted. These forms will only be taken into account if they are duly completed, signed and received either by post at the Company's registered office or by electronic mail at the following address at least three days before the date of the meeting. Owners of bearer shares must accompany their form with the certificate of participation issued by an intermediary mentioned in article L.211-3 of the Monetary and Financial Code.

Proxies can validly reach the company, either by post at the registered office, or electronically at the following email address [assembleegenerale@gevelot-sa.fr](mailto:assembleegenerale@gevelot-sa.fr) until the fourth day preceding the date of the General Meeting, i.e. no later than June 11, 2022.

Only notifications designating or revoking mandates duly signed, completed, received and confirmed by the fourth day preceding the date of the General Meeting at the latest will be taken into account.

A shareholder who has already cast his vote at a distance or sent a proxy or asked for a certificate of participation may choose another method of participating in the meeting provided that his instructions to this effect reach the company until the fourth day preceding the date of the general meeting. The previous instructions received are then revoked.

Shareholders who have already cast their vote at a distance or sent a proxy may at any time transfer all or part of their shares. However, if the transfer takes place before the second working day preceding the meeting at midnight, Paris time, the company invalidates or modifies accordingly, as the case may be, the vote cast at a distance or the power. To this end, the account-keeping intermediary notifies the transfer to the company or its agent and sends it the necessary information.

No sale or any other transaction carried out after the second working day preceding the meeting at midnight, Paris time, whatever the means used, may not be taken into account by the company, notwithstanding any agreement to the contrary.

### **C - Shareholders' points and draft resolutions**

Requests for the inclusion of points or draft resolutions on the agenda of the meeting by shareholders fulfilling the legal conditions in force, must be sent to the registered office, by registered letter with request for acknowledgment of receipt or by email to the following address [assembleegenerale@gevelot-sa.fr](mailto:assembleegenerale@gevelot-sa.fr) and be received no later than the 25th calendar day preceding the General Meeting, i.e. on 21 May 2022. These requests must be justified and accompanied by a certificate of registration in the account.

Requests for the inclusion of draft resolutions are accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement.

It is also reminded that the examination by the General Assembly of points or draft resolutions which will be presented is subject to the transmission by the interested parties, at the latest the second working day preceding the Assembly at midnight, Paris time, of a new certificate justifying the registration of their securities under the same conditions as those indicated above.

### **D - Filing of written questions**

In accordance with the article R. 225-84 of the Commercial Code, any shareholder can ask written questions. These questions must be addressed to the Chairman of the Board of Directors, in the head office of the Company, by registered letter with acknowledgment of receipt request or sent by electronic telecommunication to the following email address : [assembleegenerale@gevelot-sa.fr](mailto:assembleegenerale@gevelot-sa.fr) no later than the second working day before the date of the said Assembly i.e. 13 June 2022. They must be accompanied by a certificate of account registration either in the accounts of Société Générale Securities Services for registered shareholders, or in the accounts of the financial intermediary for bearer shareholders.

Shareholders are recommended to favor the filing of written questions by electronic telecommunication, rather than by post.

All written questions from shareholders and the answers thereto made pursuant to the third and fourth paragraphs of Article L. 225-108 of the French Commercial Code are published in the section dedicated to questions and answers on the Company's website in the fourth paragraph of this article.

### **E - Rights to shareholder information**

It is specified that the documents to be presented at the Meeting are made available at the Company's registered office and on the website [www.gevelot-sa.fr](http://www.gevelot-sa.fr) under the section dedicated to the General Meeting, as from the twenty-first day preceding the said Meeting.

**The Board of Directors**

*Information available on our website [www.gevelot-sa.fr](http://www.gevelot-sa.fr)*