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SPIE SA

Combined General Meeting of May 3, 2024

Thirteenth, fourteenth, fifteenth, sixteenth and seventeenth resolutions

Statutory Auditors' report on the issue of shares and/or various marketable securities with/and without cancellation of preferential subscription rights

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Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

SPIE SA

Combined Shareholders' Meeting of May 3, 2024

Thirteenth, fourteenth, fifteenth, sixteenth and seventeenth resolutions

Statutory Auditors' report on the issue of shares and/or various marketable securities with/and without cancellation of preferential subscription rights

At the General Meeting of SPIE SA,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228 92 and L. 225 135 et seq. of the French Commercial Code (Code de commerce) as well as with Article L. 22 10 52 of the French Commercial Code, we hereby report on the proposed authorizations allowing your Board of Directors to decide on whether to proceed with various issues of shares and/or marketable securities, operations upon which you are called to vote.

On the basis of its report, your Board of Directors proposes:

- it be authorized, for a period of twenty-six months, to decide on whether to proceed with the following operations and set the final terms of these issues and proposes, where applicable, to cancel your preferential subscription rights:
 - Issue without cancellation of preferential subscription rights (thirteenth resolution) of shares of the Company and/or equity securities giving access to other equity securities and/or entitling to the allocation of debt securities, and/or transferable securities giving access to equity securities to be issued, which may be subscribed either in cash, either by offsetting against certain, liquid and payable receivables, or, in whole or in part, by incorporating reserves, profits or premiums;
 - Issue with cancellation of preferential subscription rights through an offering to public other than those referred to in Article L. 411-2 paragraph 1 of the French Monetary and Financial Code (*Code monétaire et financier*) (fourteenth resolution) of shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or marketable securities giving access to equity securities to be issued, which may be subscribed either in cash or by set-off against undisputable, liquid and payable debts:

- it being specified that these securities may be issued for the purpose of paying for contributed to the Company through an exchange offer in accordance securities that would be tendered to the company in the context of a public exchange offer for securities meeting the conditions set out in Article L. 22 10 54 of the French Commercial Code;
- Issue with cancellation of preferential subscription rights through public offerings referred to in Article L. 411-2 paragraph 1 of the French Monetary and Financial Code (*Code monétaire et financier*) for an amount that does not exceed 20% of the share capital for a twelve-month period (fifteenth resolution) of shares and/or equity securities giving access to other equity securities and/or giving the entitlement to the allotment of debt securities and/or marketable securities giving access to equity securities to be issued;
- It be authorized, under the sixteenth resolution and as part of the implementation of the authorization referred to in the fourteenth and fifteenth resolutions, to set the issue price within the annual legal limit of 10% of the share capital;
- it be authorized, for a period of twenty-six months, to issue ordinary shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or marketable securities giving access to equity securities to be issued, with a view to remunerating contributions in kind (seventeenth resolution), within the limit of 10% of the share capital.

The total nominal amount of the capital increases that may be carried out immediately and/or at a later date may not exceed a maximum amount of € 7,800,000 (i.e. by way of reference approximately 10% of the share capital on the date of this general meeting) or the equivalent in any other currency, it being specified that (i) the nominal amount of the capital increases carried out pursuant to the fourteenth, fifteenth, sixteenth and seventeenth resolutions submitted to this general meeting shall be deducted from this ceiling, and (ii) that the nominal amount of any capital increase carried out pursuant to this authorization shall be deducted from the overall nominal ceiling of € 39,000,000 provided for capital increases under the thirteenth resolution.

The overall maximum nominal amount of debt securities issue that could be carried out immediately or at a later date on the basis of this authorization may not exceed € 1,000,000,000 or its equivalent in foreign currency, under the thirteenth resolution, in respect of the fourteenth, fifteenth, sixteenth and seventeenth resolutions.

It is the responsibility of the Board of Directors to draw up a report in accordance with Articles R. 225 113 *et seq.* the French Commercial Code (*Code de commerce*). It is Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

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We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement.. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report in respect of the fourteenth, fifteenth and sixteenth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance the thirteenth resolution, are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price.

As the final conditions in which the issues would be performed have not yet been determined, we cannot report on these conditions.

In accordance with Article R. 225 116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Board of Directors has exercised these authorizations in the event of the issue of marketable securities that are equity securities giving access to other equity securities or giving or giving entitlement to the allotment of debt securities, in the event of the issue of marketable securities giving access to equity securities to be issued and in the event of the issue of shares with cancellation of preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, April 4, 2024

The Statutory Auditors

French original signed by

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

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