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## **SPIE SA**

Combined General Meeting held on May 3, 2024

Nineteenth resolution

**Statutory auditors' report on the increase in capital with cancellation of preferential subscription rights in favor of a category of beneficiaries**

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

## **SPIE SA**

Combined General Meeting held on May 3, 2024  
Nineteenth resolution

### **Statutory auditors' report on the increase in capital with cancellation of preferential subscription rights in favor of a category of beneficiaries**

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report on the proposal to authorize your Board of Directors to decide whether to proceed with an increase in capital by an issuance of ordinary shares with cancellation of preferential subscription rights of maximum € 2,000,000, reserved for (i) employees and/or executive officers of the Company and/or companies related to the Company within the meaning of the provisions of Article L.225-180 of the French Commercial Code (Code de commerce) and Article L.3344-1 of the French Labor Code (Code du travail) and having their registered office outside France; (ii) one or more mutual investment funds or other entities, with or without legal personality, subscribing on behalf of persons designated in point (i) above; and (iii) one or more financial establishments appointed by the Company to offer the persons designated in point (i) above a savings or shareholding plan comparable to those offered to Company employees in France, an operation upon which you are called to vote.

The nominal amount of any capital increase made under this delegation shall be allocated (i) to the nominal limit of € 2,000,000 provided for capital increases reserved for members of a company savings plan referred in paragraph 3 of the eighteenth resolution of this Combined General Meeting and (ii) to the global nominal limit of € 39,000,000 provided for the capital increases referred in paragraph 2 of the thirteenth resolution of this Combined General Meeting.

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of 18 months to decide on whether to proceed with an increase in capital and proposes to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation.

It is the Board of Directors' responsibility to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French Commercial Code (Code de commerce). 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 the share issue provided in the report.

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 this operation and the methods used to determine the issue price of the shares.

Subject to a subsequent examination of the conditions for the increase in capital that would be decided, we have no matters to report as to the methods used to determine the issue price for the ordinary shares to be issued provided in the Board of Directors' report.

As the final conditions in which the increase in capital would be performed have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

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 this authorization.

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

The Statutory Auditors  
*French original signed by*

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Edouard Sattler

Pierre Bourgeois