

Amely S.à r.l.

Société à responsabilité limitée

Registered office: 2, rue du Fossé, L-1536 Luxembourg

R.C.S. Luxembourg: B216632

(the “**Company**”)

**MINUTES OF THE MEETING OF THE BOARD OF MANAGERS OF THE COMPANY
HELD AT THE COMPANY’S REGISTERED OFFICE IN LUXEMBOURG ON 5 MAY 2025**

Attendees:

- **Mrs. Nathalie Houllé**, manager, present in Luxembourg;
- **Mr. Sergio Alves**, manager, attending by conference call initiated from Luxembourg; and
- **Mrs. Véronique Ménard**, manager, attending by conference call initiated from Luxembourg.

The persons listed above are all the managers of the Company (hereinafter collectively referred to as the “**Managers**” and each individually a “**Manager**”) and constitute the board of managers of the Company (the “**Board of Managers**”).

Invitees:

- **Mr. Elias Mountasir**, legal officer, present in Luxembourg; and
- **Mr. Jérémie Houet**, legal consultant, attending by conference call initiated in Luxembourg.

The meeting of the Board of Managers of the Company (hereinafter the “**Meeting**”) is opened at 4.15 pm CET with Mrs. Nathalie Houllé elected as the chairman *pro tempore* for the purposes of the Meeting (hereinafter the “**Chairman**”).

The Managers noted the terms of article 8, paragraphs 1, 4, 5 and 6 of the articles of association of the Company (the “**Articles**”) pursuant to which:

- *[...] “The Board shall meet upon call by the chairman, at the registered office of the Company or at any other place in the Grand Duchy of Luxembourg indicated in the notice of meeting. The chairman shall preside all meetings of the Board, but in his absence, the Board may appoint another manager as chairman pro tempore by vote of the majority present at any such meeting.”*
- *“The minutes of any meeting of the Board shall be signed by the chairman or by the chairman pro tempore or by any two managers. Copies or extracts of resolutions or minutes which may*

be produced in judicial proceedings or otherwise shall be signed by the sole manager or the chairman or the chairman pro tempore or any two managers or any person duly appointed to that effect by the sole manager or the Board.”

- *“The Board can validly deliberate and act only if the majority of its members are present or represented by virtue of a proxy, which may be given by letter, telegram, telex, electronic mail or telefax to another manager or to a third party.”*

- *“Resolutions shall require a majority vote. One or more managers may participate in a Board meeting by means of a conference call, a video conference or by any similar means of communication enabling thus several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equal to a physical presence at the meeting. The Board meeting held by such means of communication is considered as having been held at the registered office of the Company.” [...]*

The Managers declared having full knowledge of the agenda (as set forth below) and having been given due notice in advance of the date of the Meeting. With all the Managers present, the Chairman of the Meeting declared that the Meeting was duly constituted and that any prior convening formality was hereby waived, such that the Managers could validly deliberate and resolve on the items of the agenda in accordance with the Articles and the applicable Luxembourg laws:

AGENDA

1. *Discussion and determination of number of shares to be offered by the Company in connection with the Transaction (as defined below);*
2. *Delegation of powers; and*
3. *Miscellaneous.*

GENERAL OBSERVATIONS

The Managers declared that they have no opposing interest to the Company regarding the matters referred to in the present resolutions and that they are of the opinion that the matters referred herein:

- are in compliance with the Articles and with the applicable legal provisions, and
- would not result in any breach of any restriction imposed by law, the Articles or any agreement to which the Company is a party or by which the Company is bound, and
- would materially benefit the Company and would be for the purpose of carrying on its business.

RESOLUTIONS

Item 1 on the Agenda

WHEREAS the Board of Managers was reminded of its resolutions (the “**Resolutions**”) adopted at its meeting on 13 March 2025 in relation to the Transaction as defined in the Resolutions.

WHEREAS terms defined in the Resolutions shall have the same meaning when used hereunder.

WHEREAS the resolutions adopted and authorisations granted by virtue of the Resolutions continue to apply in all respects and remain in full force and effect.

WHEREAS the Board of Managers has been provided prior to the meeting with the latest available versions of the Transaction Documents and has carefully reviewed the Transaction Documents and considered their respective contents.

Each Manager declared that he/she had no direct or indirect interest in the matters referred to in these resolutions.

After having duly and carefully considered and discussed the matters described above, between themselves and with the invitees at the Meeting, and taking into account all known relevant circumstances and having considered the consequences for the affairs of the Company, the Managers took unanimously the following resolutions:

RESOLVED that the Company offer up to 230,000 Sale Shares owned by it and up to 270,000 Over-allotment Shares owned by it in the Combined Offering.

RESOLVED that the final terms of the Combined Offering, including, but not limited to, the Offering Price Range and the priority of allocation of the Offer Shares be approved as will be described in the final Prospectus to be filed for approval by the HCMC.

Item 2 on the Agenda

The Managers finally unanimously **RESOLVED** to authorise and appoint any manager of the Company (collectively the “**Authorised Signatories**” and each an “**Authorised Signatory**”), each acting individually and with full power of substitution, on behalf of the Company, to: (i) negotiate, amend, adapt, waive, the final terms of the Transaction, (ii) to execute each of the Transaction Documents to which the Company is a party in such form as any of the Authorised Signatories may approve and (iii) to do all such acts and things as may be ancillary thereto and/or necessary and/or useful and/or desirable in the opinion of any of the Authorised Signatories in connection with or for the purpose of the entering into, execution or performance of the Transaction and/or the Transaction Documents to which the Company is a party for and on behalf of the Company.

The Managers acknowledge that the signing of the Transaction Documents to which the Company is a party and of any document necessary or useful in relation to these resolutions may occur at a later date,


that the terms of the Transaction Documents and, as appropriate, of any document necessary or useful in relation to these resolutions as described in the latest drafts submitted to the Managers, may be further negotiated and expressly declares that this shall not invalidate the terms of the authorisation given in the preceding paragraph.

The Managers further **RESOLVED** that all actions previously taken by an Authorised Signatory of the Company in connection with the above resolutions are hereby adopted, ratified, confirmed and approved in all respects in the name and on behalf of the Company.

The Managers **DECLARED** that the Company covenants and agrees to indemnify and to hold harmless the Authorised Signatories from and against any liability they or any one of them might incur for any steps taken by them or any one of them in their capacity as Authorised Signatories in connection with the above power of attorney in favour of the Authorised Signatories.

[signature page to follow]

No further items being raised for discussion, the Meeting was closed at 4.30 pm CET.

DocuSigned by:

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By: Nathalie Houllé
Title: Chairman of the Meeting and
Manager of the Company