

KPMG S.A.

Tour Eqho - 2, avenue Gambetta – CS 60055
92066 Paris La Défense Cedex
France

S.A. au capital de 5 497 100 €
775 726 417 R.C.S. Nanterre

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

Deloitte & Associés

6, place de la Pyramide
92908 Paris-La Défense Cedex
France

S.A.S. au capital de 2 188 160 €
572 028 041 R.C.S. Nanterre

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

Carmila S.A.

Société Anonyme

58, avenue Emile Zola
92100 Boulogne-Billancourt

**Statutory auditors' report
on the authorisation to grant existing or future
shares for no consideration**

Combined Shareholders' Meeting of 11 May 2023
Twenty-fourth resolution

Erreur ! Source du renvoi introuvable.
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Carmila S.A.

Registered office: 58, avenue Emile Zola 92100 Boulogne-Billancourt

Statutory auditors' report on the authorisation to grant existing or future shares for no consideration

Combined Shareholders' Meeting of 11 May 2023 – Twenty-fourth resolution

This is a translation into English of the statutory auditors' report on the authorisation to grant existing or future shares for no consideration issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Carmila S.A. Shareholders' Meeting,

In our capacity as statutory auditors of your Company and in accordance with the procedures set forth in Article L. 225-197-1 of the French Commercial Code (Code de commerce), we hereby report on the proposed authorisation to grant existing or future shares for no consideration to salaried employees and corporate officers of the Company or companies affiliated to it, pursuant the Article L. 225-197-2 of the French Commercial Code (Code de commerce), a transaction that you are being asked to approve.

The total number of shares that may be granted under this authorisation may not represent more than 1% of the Company's share capital, it being specified the total number of shares granted to the Company's corporate officers under this authorization may not represent more than 0.50% of the equity securities of the Company on the date of the decision to allocate them.

Based on its report, your Board of Directors proposes that you authorise it, for a period of twenty-six months, to grant existing or future shares for no consideration.

It is the role of the Board of Directors to prepare a report on the transaction it wishes to carry out. Our responsibility, when necessary, is to make comments on the information which is provided to you on the planned transaction.

We conducted the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to this engagement. These procedures consisted in verifying that the planned terms and conditions as described in the Board of Directors' report comply with legal provisions.

***Erreur ! Source du renvoi
introuvable.***

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We have no comments to make on the information provided in the Board of Directors' report on the proposed authorisation to grant shares for no consideration.

Paris - La Défense, April 3, 2023

The Statutory Auditors

French original signed by
KPMG S.A.

Deloitte & Associés

Caroline Bruno-Diaz
Partner

Adrien Johner
Partner

Emmanuel Proudhon
Partner