



VALLOUREC

A French *Société anonyme* with a share capital of €4,761,692.46
Registered Office: 12 rue de la Verrerie - 92 190 Meudon
552 142 200 R.C.S. Paris
(the "*Company*")

SPECIAL REPORT OF THE BOARD OF DIRECTORS ON FREE PERFORMANCE SHARES ALLOCATIONS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (Article L. 225-197-4 of the French Commercial Code)

Dear shareholders,

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, the Board of directors of the Company hereby informs you of the transactions carried out under Articles L. 225-197-1 to L. 225-197-3 of the said Code concerning the allocation of free shares during the fiscal year ended 31 December 2024.

1- Allocations under the Management Equity Plan (MEP)

Legal framework of the allocation:

The extraordinary general meeting of shareholders of the Company dated September 7th, 2021, in its 10th resolution, authorized the Board of directors, to allocate free shares in accordance with the provisions of Articles L. 225-197-1 and seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code to certain employees of the Company and companies of the Vallourec group (the "**Group**").

The general meeting of shareholders fixed at one year the minimum duration of the vesting period after which the allocation of ordinary shares to the beneficiaries will become final.

The maximum number of ordinary shares of the Company that can be allocated free of charge under this authorization was fixed by the extraordinary general meeting at 5% of the share capital on the day of the decision of the Board of directors.

The total number of shares allocated for the year ended on December 31, 2024 is 1,745,109 shares, i.e. 0.73% of the share capital. In case of transactions impacting the share capital, the Board of directors may adjust, where appropriate, the number of shares allocated in order to preserve the rights of the beneficiaries.

The following are summary tables showing:

- The number and value of the shares which have been allocated for free, during the year, to each of the corporate officers as a result of posts and positions held within the Company, by the Company and by those linked to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code: **None**
- The number and value of the shares which have been allocated for free, during the year, to each of the corporate officers as a result of posts and functions, by the companies controlled within the meaning of Article L. 233-16 of the French Commercial Code: **None**
- The number and value of shares allocated for free by the Company and by those linked to it under the

conditions provided for in Article L. 225-197-2 of the French Commercial Code, to each of the 10 employees of the Company who are not corporate officers whose number of shares allocated for free is the highest:

	Allocation date	Number of shares allocated	Value of shares (€)*
1	10/08/2024	300 000	2 205 750
2	10/08/2024	300 000	2 205 750
3	10/08/2024	120 000	882 300
4	10/08/2024	120 000	882 300
5	10/08/2024	100 000	401 000
6	18/03/2024	89 004	884 795
7	24/06/2024	84 250	708 316
8	10/08/2024	80 000	588 200
9	02/09/2024	58 243	411 915
10	10/08/2024	50 000	367 625

**The valuation method is described in Chapter 7 of the 2024 Universal Registration Document*

- The number and value of the shares which, during the year, have been allocated for free by the Company and by related companies or groups under the conditions provided for in Article L. 225-197-2 of the French Commercial Code, to all the employee beneficiaries, as well as the number of beneficiaries and the breakdown of how those shares were allocated between the beneficiary categories:

	Number of beneficiaries / % of the total number of beneficiaries	Number of shares allocated	Value of shares (€)*
Executive Committee Members	9 (31%)	1 175 497	8 945 786
Executives	20 (69%)	569 612	4 580 684
Other employees	-	-	-
TOTAL	29	1 745 109	13 526 470

**The valuation method is described in Chapter 7 of the 2024 Universal Registration Document*

2- Allocations under the Long Term Incentive Plan (LTIP)

Legal framework of the allocation:

The extraordinary general meeting of shareholders of the Company dated May 23, 2024, in its 25th resolution, authorized the Board of directors, to allocate free shares in accordance with the provisions of Articles L. 225-197-1 and seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code to certain employees of the Company and companies of the Vallourec group (the "**Group**").

The general meeting of shareholders fixed at two years the minimum duration of the vesting period after which the allocation of ordinary shares to the beneficiaries will become final, subject to the achievement of performance conditions set by the Board of directors.

The maximum number of ordinary shares of the Company that can be allocated free of charge under this authorization was fixed by the extraordinary general meeting at 0.17% of the share capital on the day of the decision of the Board of directors.

The Board of directors allocated the free performance shares during its meeting held on November 14, 2024, to the benefit of the employees it designated.

The total number of shares allocated for the year ended on December 31, 2024 is 343 700 shares, i.e. 0,14 % of the share capital. In case of transactions impacting the share capital, the Board of directors may adjust, where appropriate, the number of shares allocated in order to preserve the rights of the beneficiaries.

Vesting period:

The vesting of the shares would occur on November 14, 2026, subject to the terms and conditions summarized below.

Vesting conditions:

The vesting of the shares would occur on November 14, 2026 subject to the achievement of long-term performance conditions as following:

- For 25% of the rights allocated, the average daily trading volume-weighted average price of the Vallourec share must be equal to or exceed €16,19 over a period of ninety consecutive trading days during the vesting period;
- For 25% of the rights allocated, the average daily trading volume-weighted average price of the Vallourec share must be equal to or exceed €20,22 over a period of ninety consecutive trading days during the vesting period;
- One half of the rights allocated is not subject to performance conditions.

The vesting of rights is also subject to the condition that the beneficiary is in the workforce of the Company or of a Group company throughout the vesting period, with exceptions (disability, death, retirement). The presence condition may also be waived by the Board of directors or any person acting on the delegation of the Board of directors, on a case-by-case basis.

The following are summary tables showing:

- The number and value of the shares which have been allocated for free, during the year, to each of the corporate officers as a result of posts and positions held within the Company, by the Company and by those linked to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code: **None**
- The number and value of the shares which have been allocated for free, during the year, to each of the corporate officers as a result of posts and functions, by the companies controlled within the meaning of Article L. 233-16 of the French Commercial Code: **None**
- The number and value of shares allocated for free by the Company and by those linked to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code, to each of the 10 employees of the Company who are not corporate officers whose number of shares allocated for free is the highest:

	Allocation date	Number of shares allocated	Value of shares (€)*
1	14 novembre 2024	7 000	67 235
2	14 novembre 2024	5 000	48 025
3	14 novembre 2024	5 000	48 025
4	14 novembre 2024	5 000	48 025
5	14 novembre 2024	5 000	48 025

6	14 novembre 2024	5 000	48 025
7	14 novembre 2024	4 000	38 420
8	14 novembre 2024	4 000	38 420
9	14 novembre 2024	4 000	38 420
10	14 novembre 2024	4 000	38 420

**The valuation method is described in Chapter 7 of the 2024 Universal Registration Document*

- The number and value of the shares which, during the year, have been allocated for free by the Company and by related companies or groups under the conditions provided for in Article L. 225-197-2 of the French Commercial Code, to all the employee beneficiaries, as well as the number of beneficiaries and the breakdown of how those shares were allocated between the beneficiary categories:

	Number of beneficiaries / % of the total number of beneficiaries	Number of shares allocated	Value of shares (€)*
Executive Committee Members	-	-	-
Executives	-	-	-
Other employees	276 (100%)	343 700	3 301 484
TOTAL	276	343 700	3 301 484

**The valuation method is described in Chapter 7 of the 2024 Universal Registration Document*

Prepared in Meudon, on March 24, 2025

The Board of directors