



# SHAREHOLDERS' ANNUAL GENERAL MEETING

May 21, 2026



C.A. 53.010  
ATP/1000/cm<sup>2</sup>  
Grau de risco 2  
Ref. MAC 140 3RM

# Agenda

## 1 Strategic Overview

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Philippe Guillemot  
Chairman of the Board  
& Chief Executive Officer

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Hera Siu  
Chair of the Nomination  
and Governance Committee  
Chair of the Remuneration  
Committee

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Norah Lalaoui  
Head of Capital Markets Law and  
Corporate Governance

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Nathalie Delbreuve  
Chief Financial Officer

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May Kassis-Morin  
Statutory Auditor  
ERNST & YOUNG

## 3 Capital Allocation

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Philippe Guillemot  
Chairman of the Board  
& Chief Executive Officer

## 6 Questions & Answers

53





# 1. Strategic Overview

**Philippe Guillemot**

*Chairman of the Board & Chief Executive Officer*

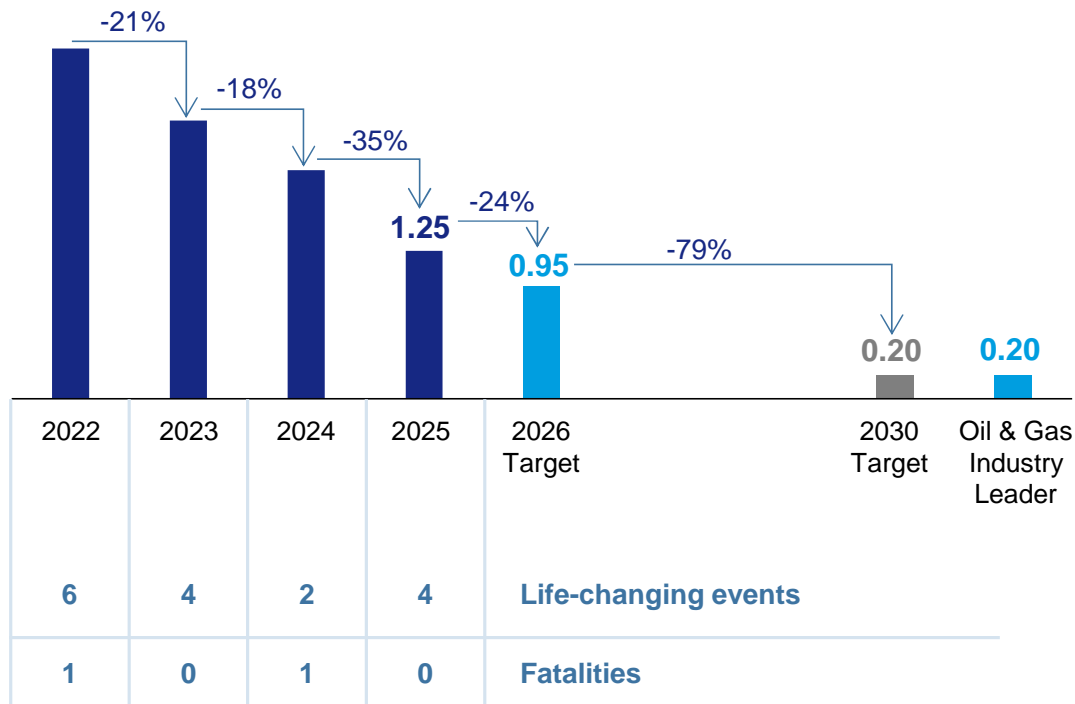


# Health and Safety Remains Our Top Priority



## OUR AMBITION

Achieving the highest safety standards in the Oil & Gas industry



## FROM GOOD TO GREAT

Our 2030 vision for Health and Safety

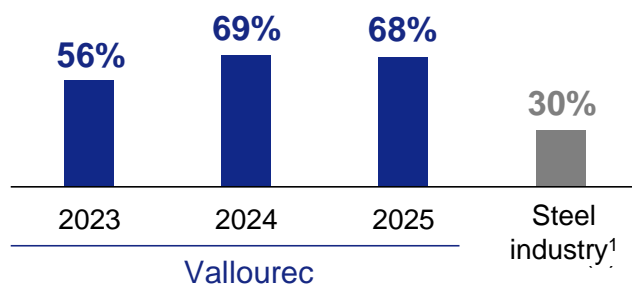
- ZERO** Life changing events
- ≤0.2** Total recordable incident rate
- ZERO** Occupational disease

Total Recordable Incident Rate (TRIR) includes Vallourec employees, temporary and staff agency workers, and contractors. Industry leader based on 2022 IOGP data

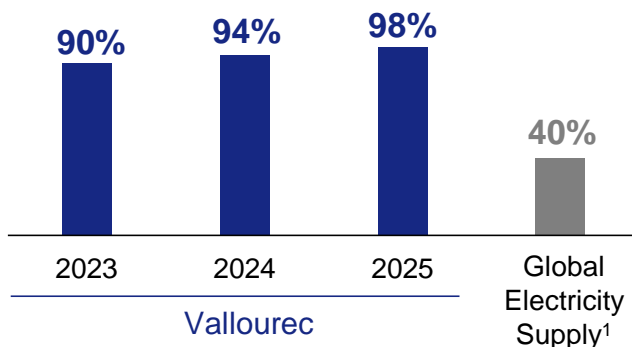
# Scaling Up and Accelerating Decarbonization

## Supply Chain aligned with our strategy

% of steel produced from recycled scrap

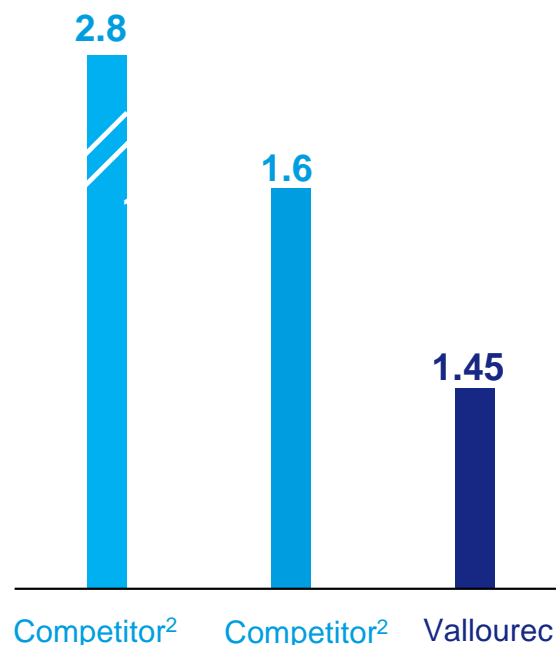


% of electricity from low-carbon sources



## Industry-Leading CO<sub>2</sub> Footprint

Tons CO<sub>2</sub>e / ton of finished tubes



## Key Decarbonization Levers

Achieved  In progress

### Industrial footprint

- New industrial routes
- Operations in countries with low-carbon electricity
- Energy efficiency initiatives

### Process Improvement

- Increase share of scrap
- Biomass charcoal usage
- Process methane reduction

### Purchasing

- Low-carbon electricity supply
- Increase share of recycled steel

Source: <sup>1</sup> International Energy Agency, <sup>2</sup> Environmental Product Declaration (EPD), Peer-Published EPDs

# A Long-Term Commitment to Decarbonization



**2030 TARGETS**  
UNDERPINNING  
A TRANSITION  
PLAN

## GSCC COMMITMENTS

International industry standard to guarantee steel production in line with the Paris Agreement

Rolled steel: 1.5°C  
Group carbon footprint: well below 2°C



## SBTi COMMITMENTS

Scope 1, 2 and 3 (upstream and downstream) emissions reduction



**2025 TARGETS**  
ACHIEVED  
3 YEARS AHEAD  
OF SCHEDULE

Group carbon footprint: well below 2°C

## GREENHOUSE PROJECT

Energy savings program



CDP rating system: Awareness (C/C-); Management (B/B-); Leadership (A/A-)

# Accelerating Forward

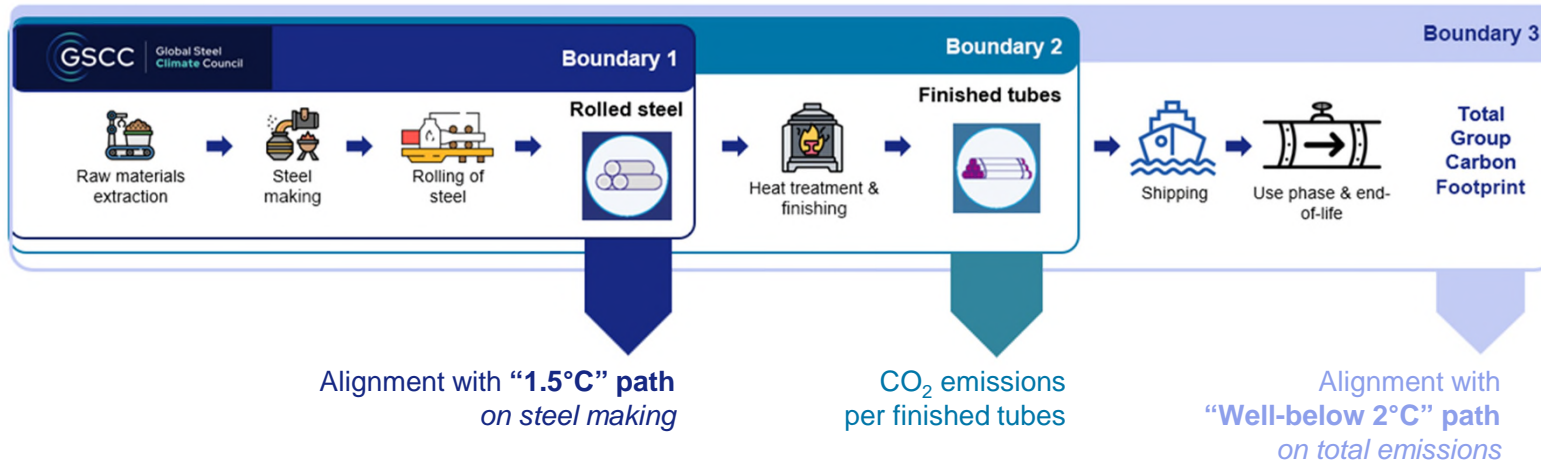
## AN AMBITIOUS TRANSITION PLAN ALIGNED WITH THE PARIS AGREEMENT

2030 targets  
vs. 2021 baseline

-30% in tCO<sub>2</sub>e/ton

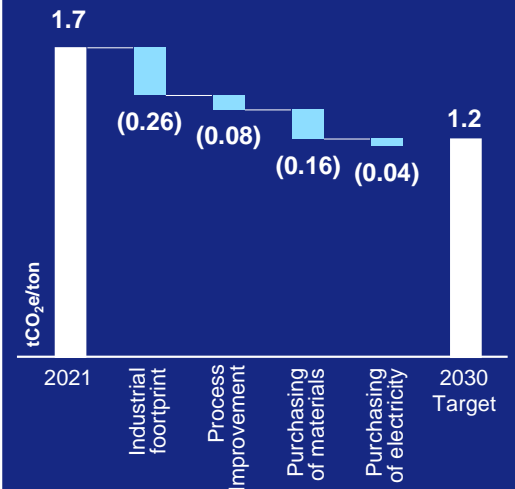
-30% in tCO<sub>2</sub>e/ton  
(& -35% by 2035)

-25% in tCO<sub>2</sub>e/ton



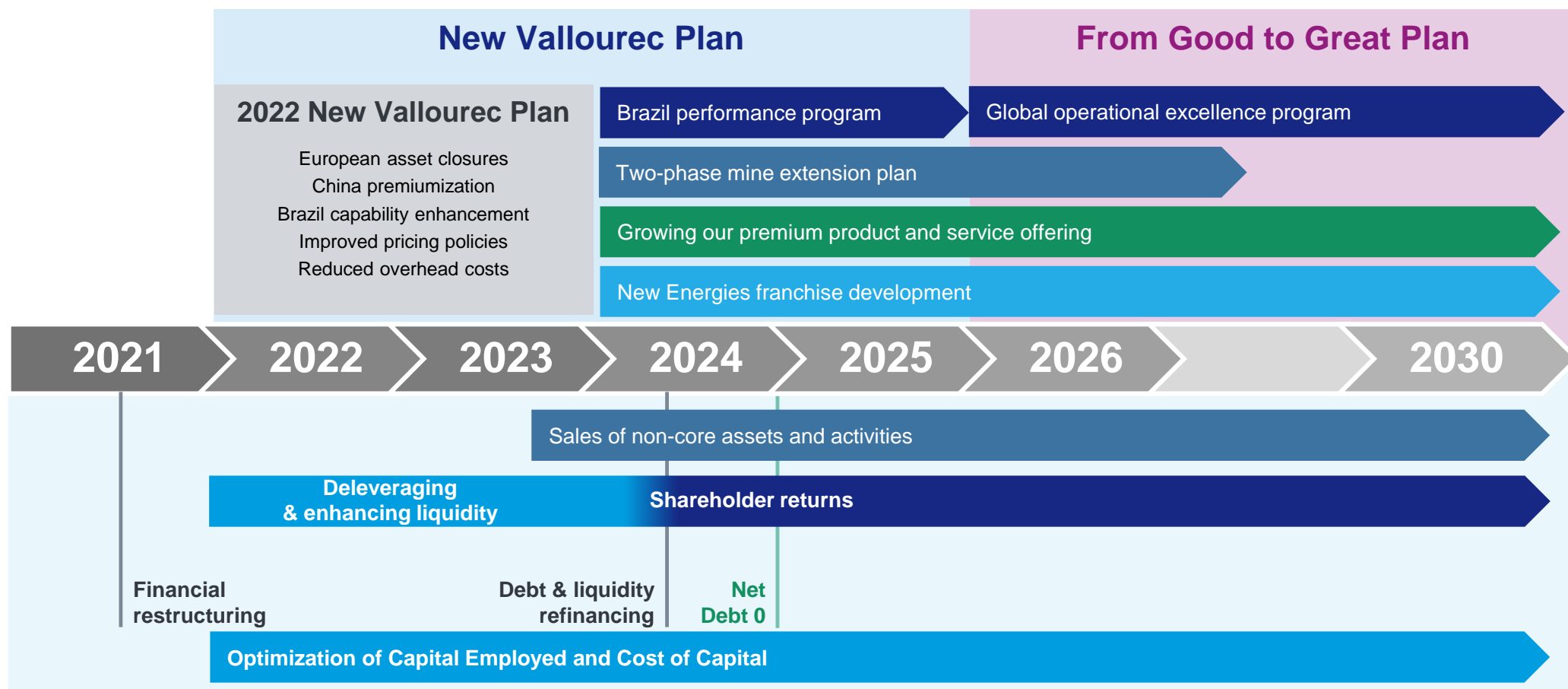
Decarbonization  
major levers to achieve  
GSCC targets (Boundary 1):

- Industrial footprint
- Process improvement
- Purchasing



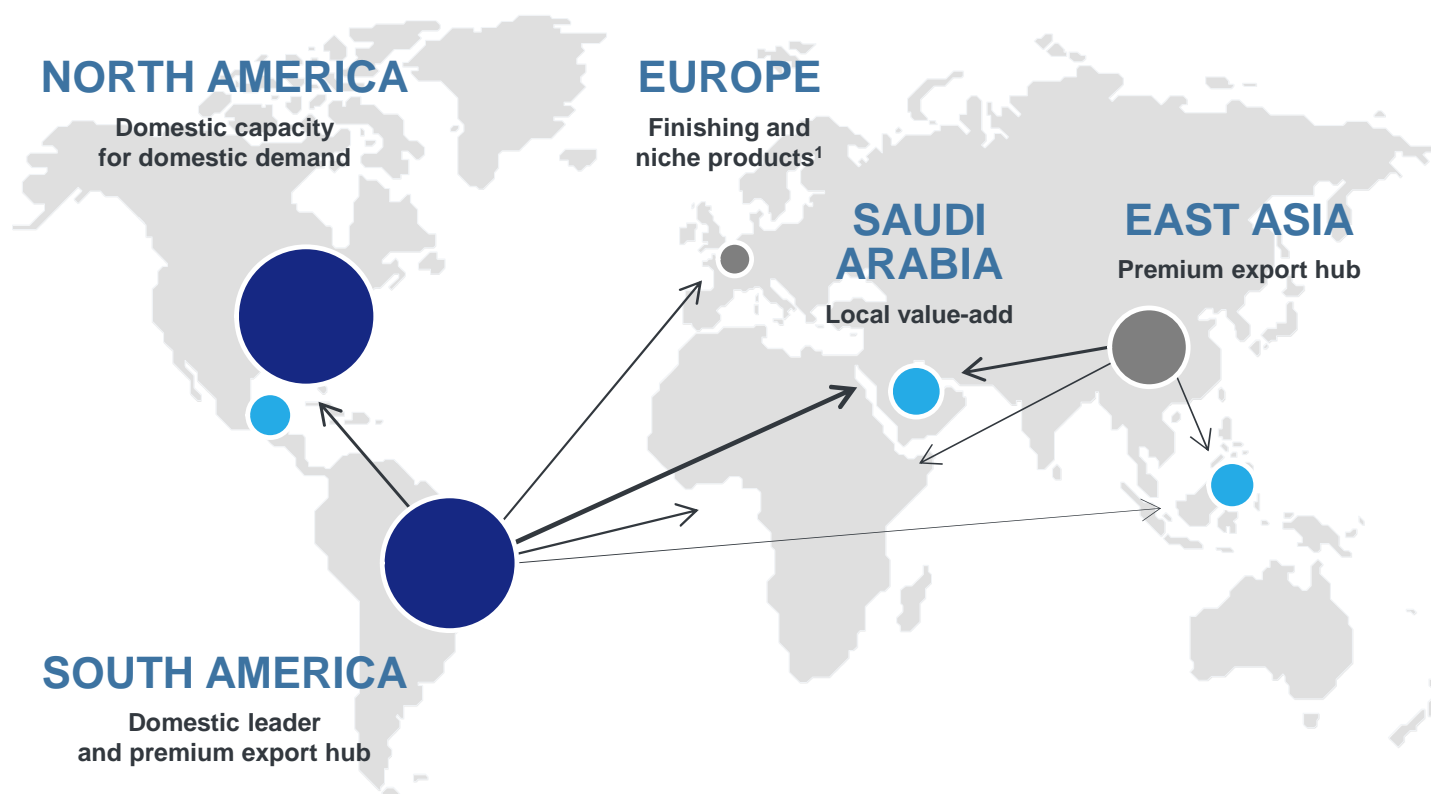
# Vallourec's Strategic Journey

**MORE PROFITABLE, MORE RESILIENT**



# A Production Footprint Close to Our Clients

## A LOW AND FLEXIBLE COST STRUCTURE WITH INDUSTRIAL ASSETS IN THE GROUP'S KEY MARKETS



| ROLLING CAPACITY (kt) |              |
|-----------------------|--------------|
| North America         | 850          |
| South America         | 800          |
| East Asia             | 280          |
| Europe                | 50           |
| <b>Group Total</b>    | <b>1,980</b> |

*Includes forges (specialty assets) in China and France*

- Fully integrated
- Rolling & finishing
- Finishing only
- ↗ Product Flows

*Note: Product flow arrows represent finished product sales, but do not account for intermediate flows to local finishing capacity.*

<sup>1</sup> Europe rolling capacity refers to Aulnoye Forge

# Well Positioned to Benefit from a Potential Oil & Gas Investment Upcycle



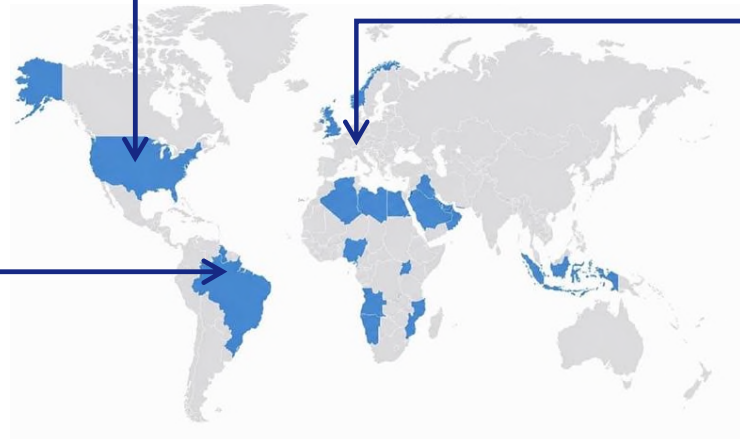
## TECHNICAL EXPERTISE AND INDUSTRIAL FOOTPRINT READY TO SUPPORT INCREASING CLIENT ACTIVITY

### UNITED STATES

- High-torque OCTG connections supporting the needs of increasingly **longer lateral wells**
- **Fully domestic production** footprint serving unconventional activity
- USD 48 million **new threading line investment** to expand premium capacity

### BRAZIL

- Premium solutions designed to withstand some of the harshest operating conditions worldwide
- Strong positioning to support Petrobras' strategic plan:
  - **Long-term OCTG agreement** secured in 2025 covering Petrobras offshore activity through 2030
  - **Fully local supply chain** including for Line Pipe and Coating with USD 17.5 million Thermotite acquisition



### EASTERN HEMISPHERE

- Premium solutions tailored to our clients' most demanding requirements, for instance for **unconventional and deepwater**
- Long-term agreements in place with key customers, enabling support for potential higher drilling activity
- Ability to deliver a **comprehensive service offering**, including **local content** wherever oil and gas activity is located

# New Energies: Proven Solutions Ready to Scale

## STRENGTHENING GLOBAL ENERGY SECURITY OF SUPPLY



### Geothermal: domestic, reliable baseload clean power generation

- Recent advances in enhanced and advanced geothermal systems **unlock significantly greater future power generation potential**
- Comprehensive solutions available for:
  - Conventional geothermal
  - **Enhanced geothermal:**
    - Uses unconventional production processes derived from Oil & Gas to produce geothermal energy in low permeability reservoir
    - Long-term agreement signed with Fervo in April 2026, representing revenues up to USD 800 million
  - **Advanced geothermal:**
    - Geothermal energy produced in a patented closed loop system
    - Memorandum of Understanding (MoU) signed with XGS in January 2026



### Underground gas storage: a secure infrastructure for energy independence

- Patented Delphy® solution for medium-scale storage applications
  - 1 to 100 tons of green hydrogen storage capacity
  - Officially qualified by DNV in June 2025
- Large-scale underground storage solutions for hydrogen and CO<sub>2</sub>
  - Field-proven technologies deployed in salt caverns and depleted reservoirs
  - MoU signed with Géostock in December 2025



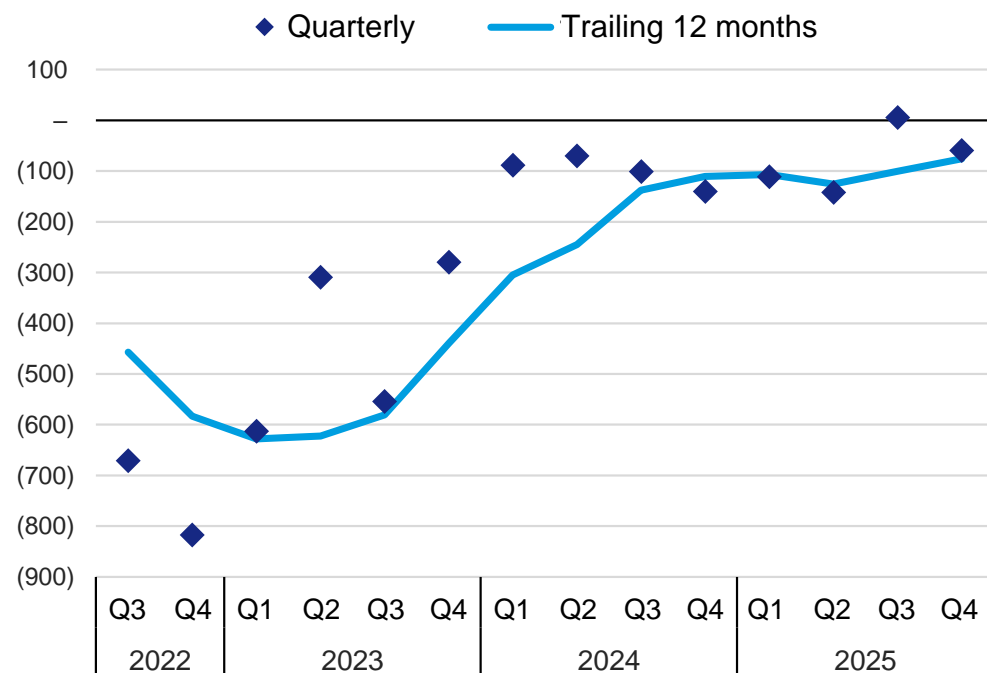
### White hydrogen and helium production

- Collaborations with key stakeholders to explore and support the development of these emerging industries

# Margin and Return on Invested Capital Gap

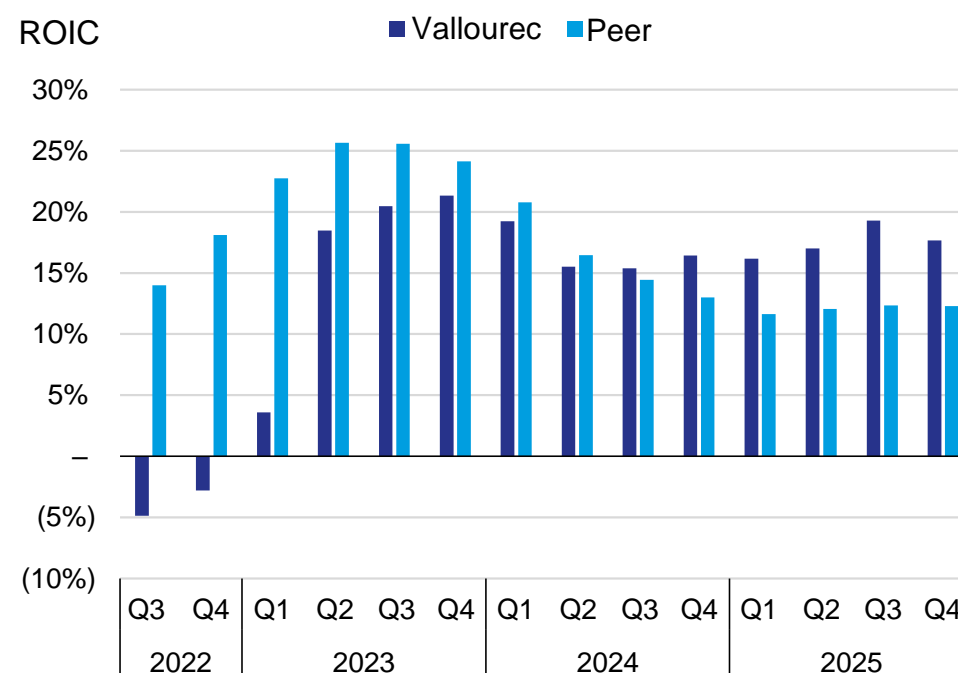
## Narrowed Margin Gap

Tubes EBITDA per ton (peer vs. Vallourec, \$)



## Strong ROIC from Asset Streamlining

Trailing 12 months return on invested capital<sup>1</sup>



<sup>1</sup> Includes approximately €7 million in cash held in Serimax in Q2 2025 that was accounted for in assets & liabilities held for sale  
Please see "Definitions of Non-GAAP Financial Data" in the Appendix

# Priorities for 2026 and Beyond

-  **1** Continue our journey to be best-in-class in health and safety and progress our ambitious decarbonization roadmap

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-  **2** Drive further improvements in return on capital through a relentless push towards operational excellence and asset streamlining

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-  **3** Deliver on our commitment to shareholders in establishing Vallourec's shares as a high-yielding investment vehicle



# 2. FY 2025 Results

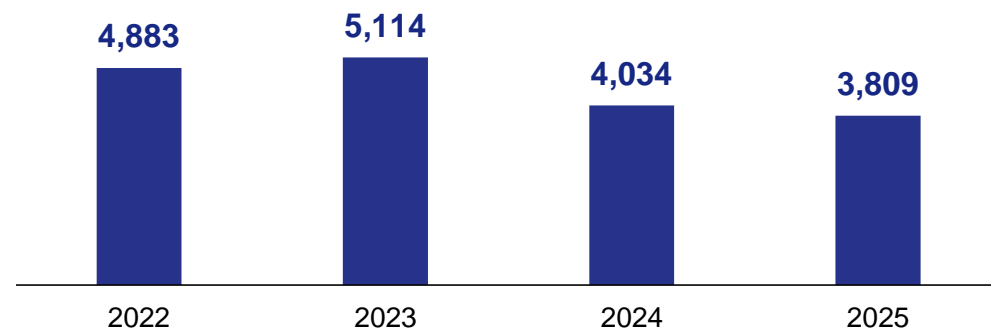
**Nathalie Delbreuve**  
*Chief Financial Officer*



# Annual Results Analysis

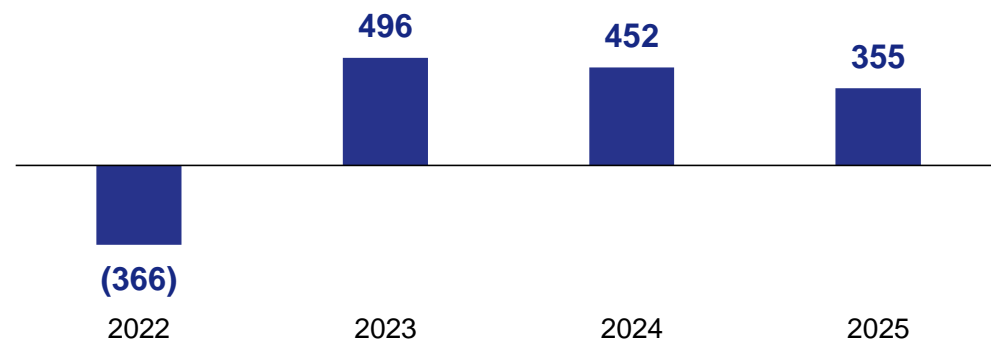
## Group Revenues

In €m



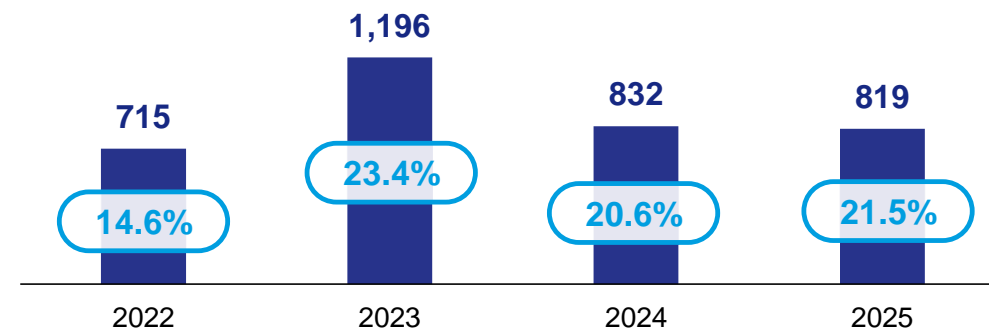
## Net Income, Group Share

In €m



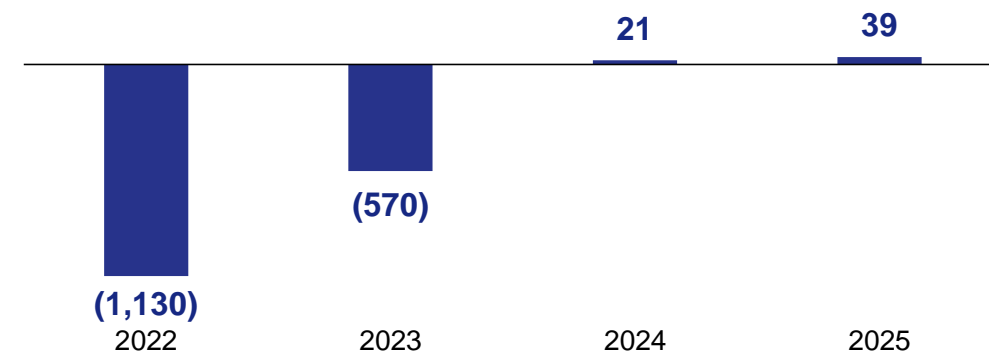
Please see "Definitions of Non-GAAP Financial Data" in the Appendix

## Group EBITDA (€m) and EBITDA Margin (% of Revenue)



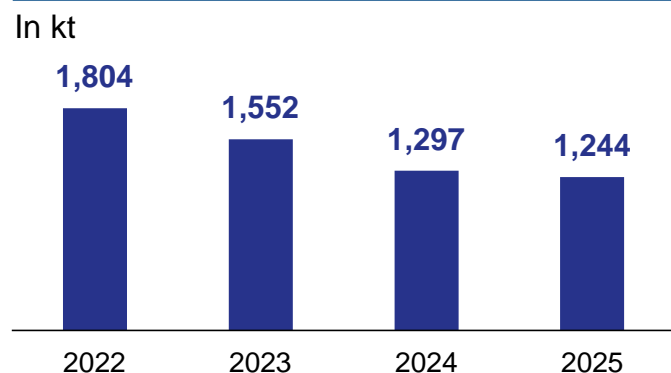
## Net Cash (Debt)

In €m

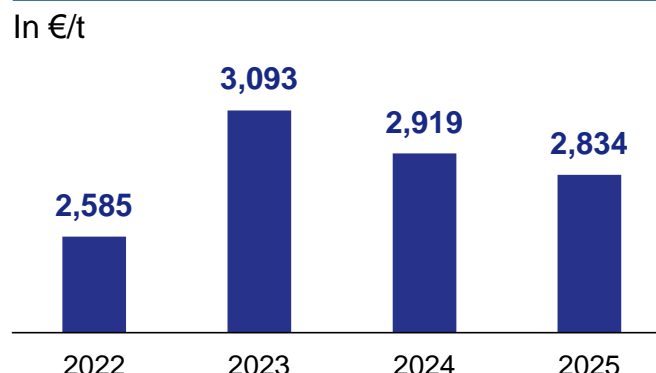


# Annual Tubes Results

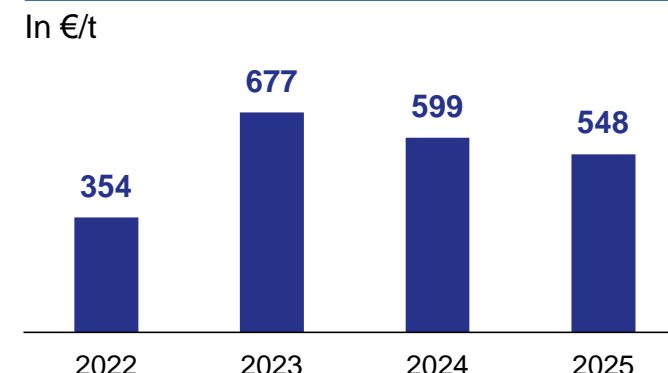
## Tubes Volumes Sold



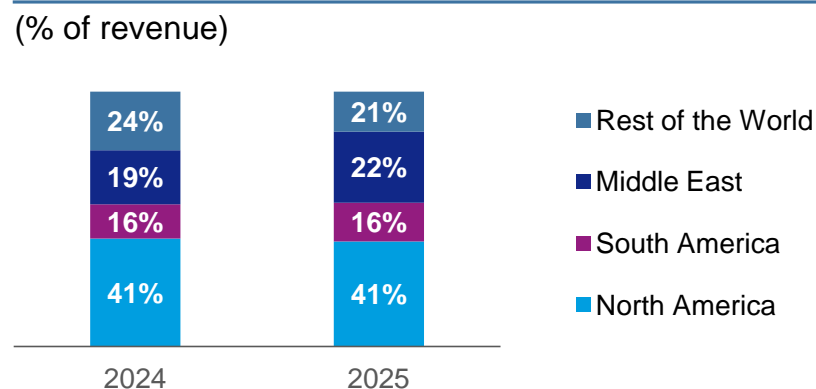
## Average Selling Price



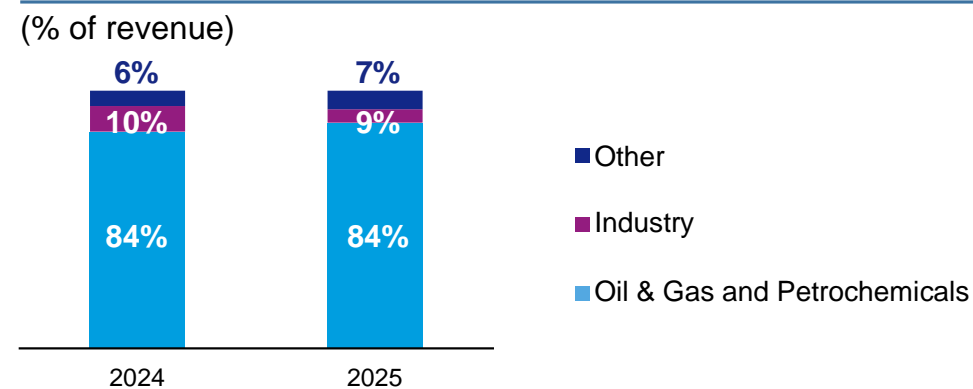
## EBITDA per Ton



## Revenue Mix by Geography



## Revenue Mix by Market

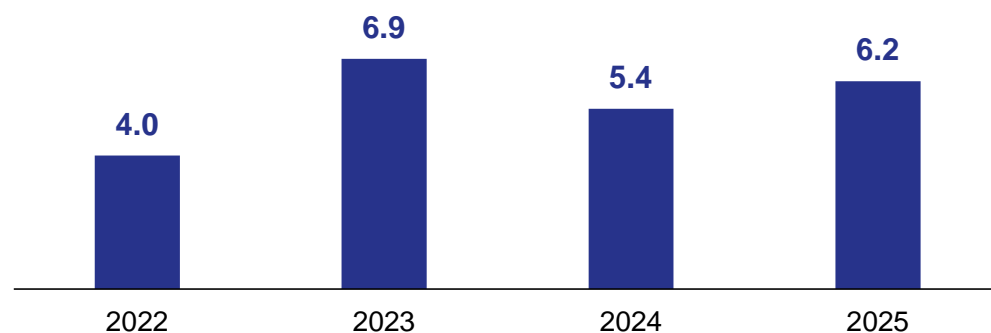


Please see "Definitions of Non-GAAP Financial Data" in the Appendix

# Annual Mine & Forest Results

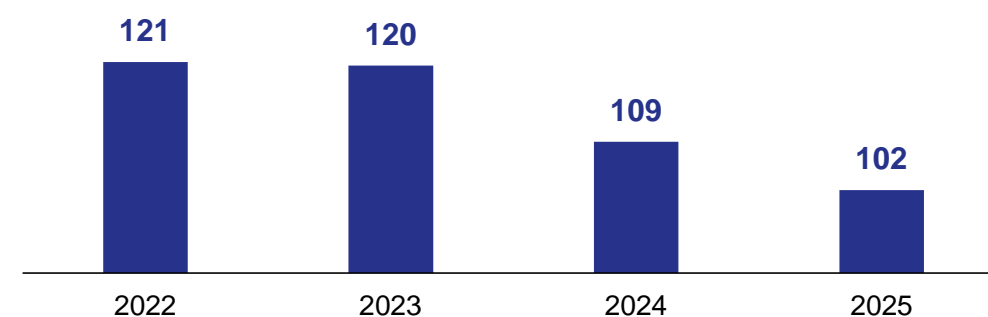
## Production Sold

In million tons



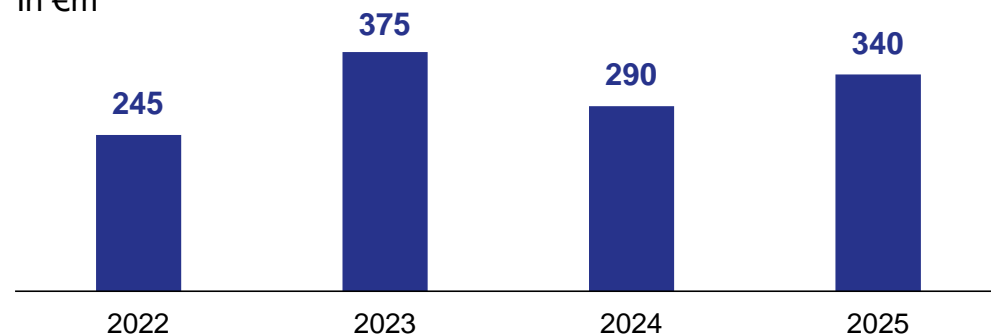
## Average Iron Ore Market Price<sup>1</sup>

In \$/t annual average



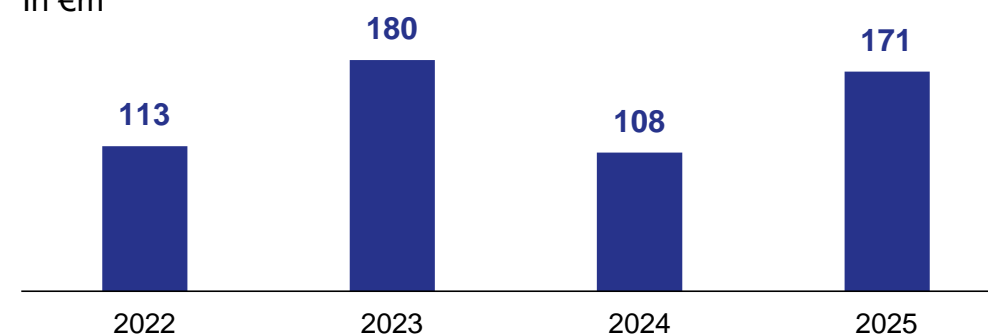
## Revenues

In €m



## EBITDA

In €m



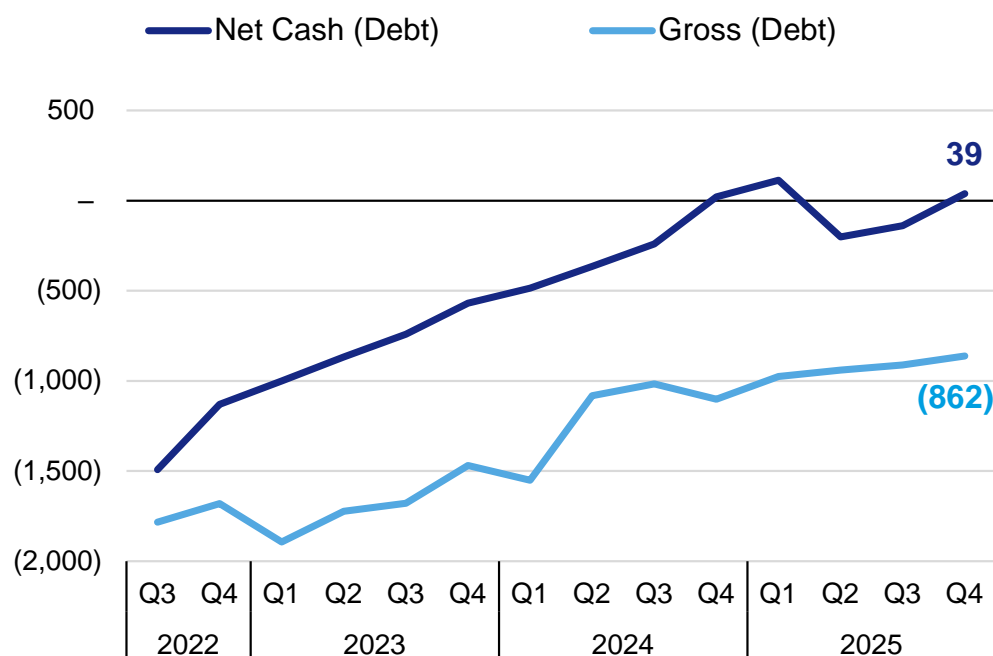
Please see "Definitions of Non-GAAP Financial Data" in the Appendix

<sup>1</sup> Market price refers to Platts 62% Fe CFR China Index

# Debt and Liquidity

## Debt and Net Cash

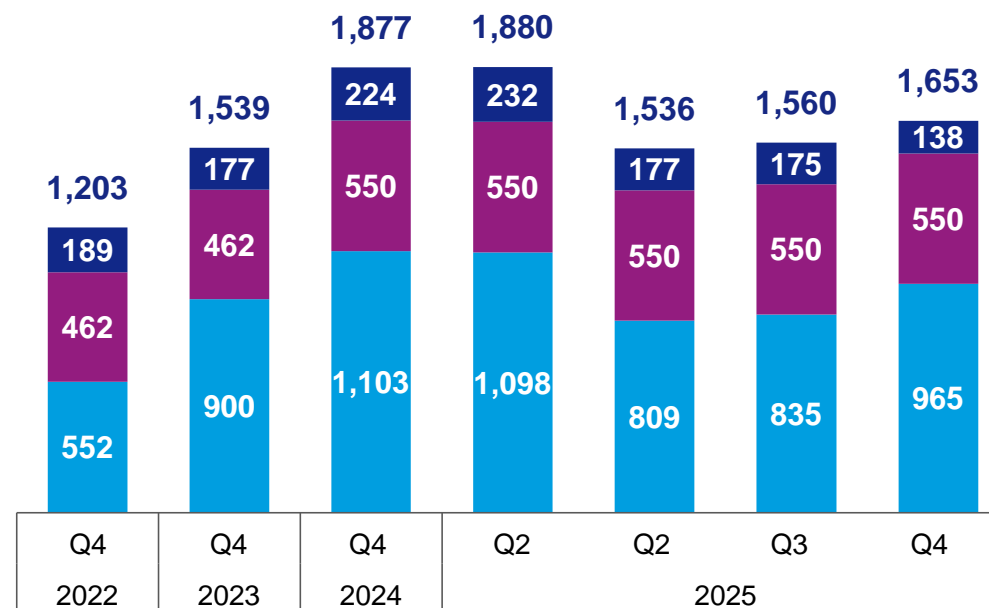
Net cash (debt) and gross (debt) (in €m)<sup>1</sup>



## Liquidity

In €m

- Available ABL
- Available RCF
- Cash and cash equivalents

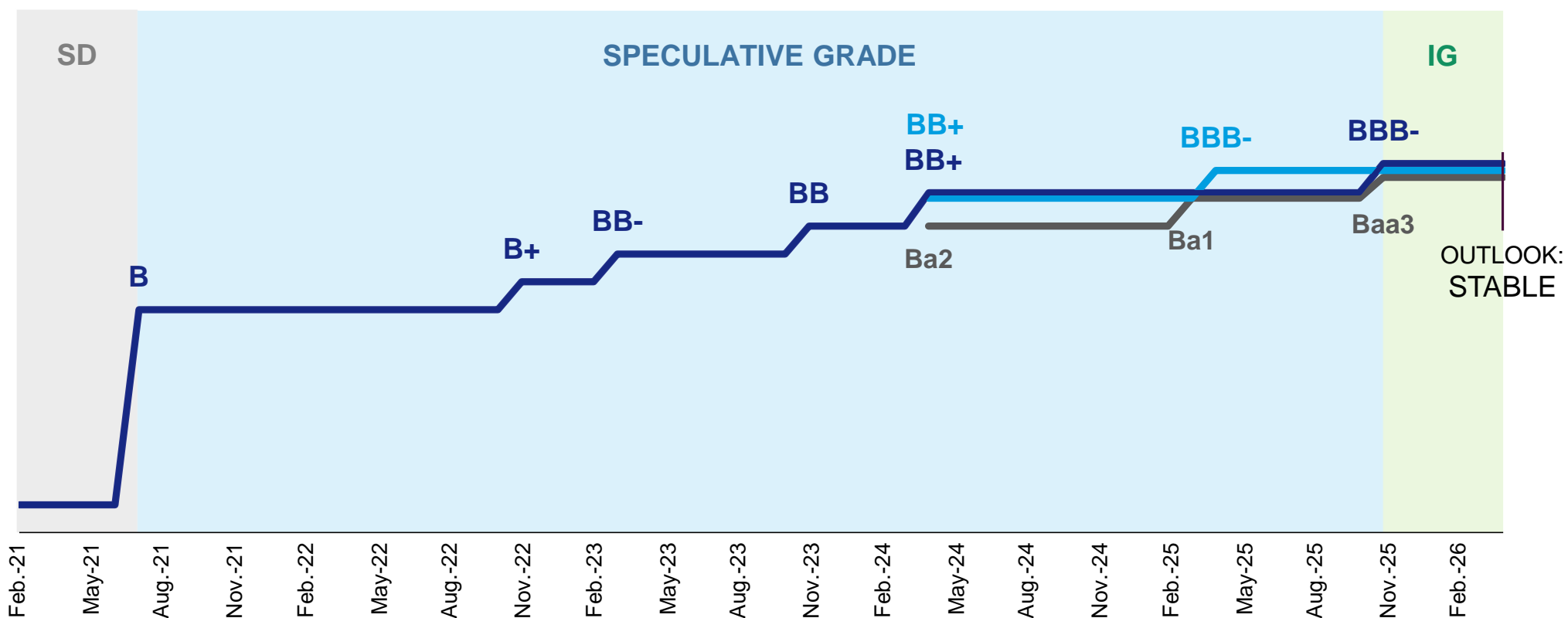


<sup>1</sup> Includes approximately €7 million in cash held in Serimax in Q2 2025 that was accounted for in assets & liabilities held for sale  
Please see "Definitions of Non-GAAP Financial Data" in the Appendix

# Upward Trajectory in Credit Ratings

**VALLOUREC'S RATING UPGRADED TO INVESTMENT GRADE BY ALL THREE RATING AGENCIES DURING 2025**

— S&P — Moody's — Fitch



Source: S&P Global, Moody's, Fitch Ratings

# Investment Grade Rated by All Three Agencies

## S&P Global

**BBB- / A-3** (Investment Grade)

Outlook: **Stable**

Review date  
**November 26, 2025**

## MOODY'S

**Baa3** (Investment Grade)

Outlook: **Stable**

Review date  
**November 25, 2025**

## FitchRatings

**BBB-** (Investment Grade)

Outlook: **Stable**

Review date  
**April 10, 2025**

*The improvement in Vallourec's margins is sustainable and, as a result, its business is more resilient.*

*Despite some macroeconomic uncertainty, we anticipate that Vallourec's solid position in the premium OCTG global market will support material cash flow generation.*

*The effective upgrade to Baa3 reflects continued evidence of Vallourec's successful execution of its strategic transformation, including a shift toward higher-value products and a substantial reduction of its industrial fixed cost base since 2022.*

*It reflects Vallourec's strong position in the seamless tubes market, its focus on value over volume, ongoing cost reduction and footprint optimization measures, which support stable margins.*

Source: S&P Global, Moody's, Fitch Ratings

20 - Shareholders' Annual General Meeting

May 21, 2026



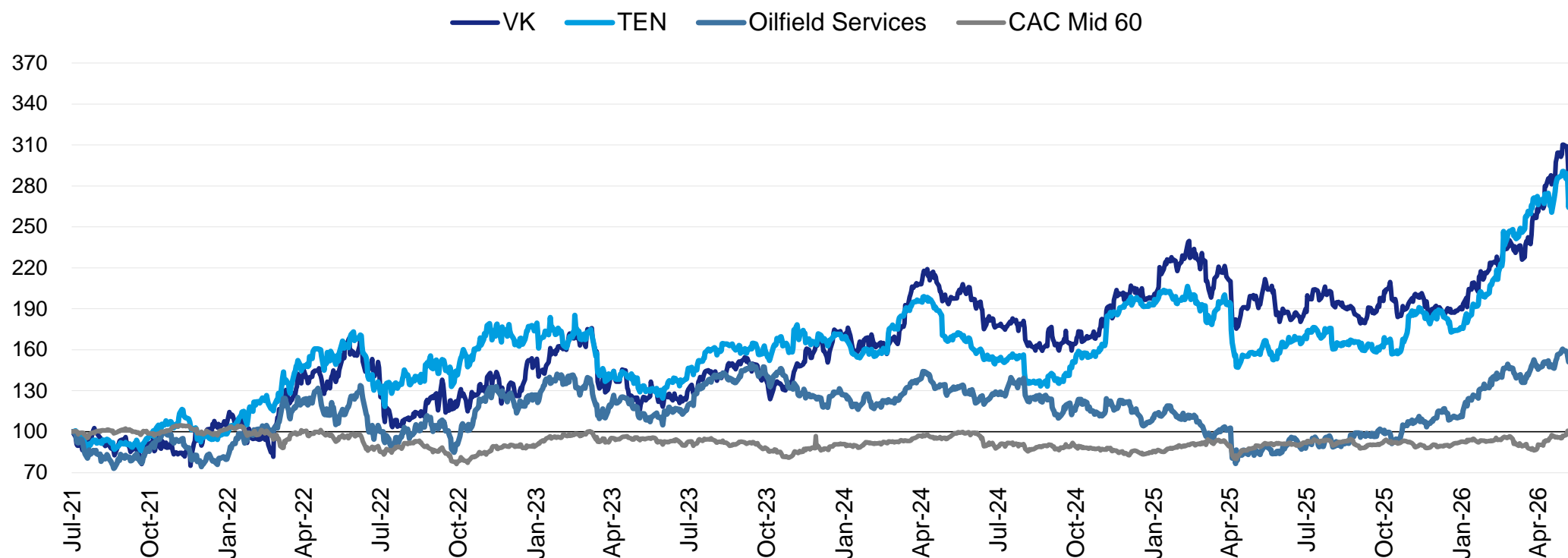
# 3. Capital Allocation

**Philippe Guillemot**  
*Chairman of the Board  
& Chief Executive Officer*



# Significant Value Creation Since the 2021 Restructuring

INDEXED PRICE (JULY 1, 2021 = 100)



Source: Bloomberg. L'indice Oilfield Services fait référence à l'indice PHLX Oil Services (OSX).

# Vallourec's Capital Allocation Framework



## Maintain a Crisis-Proof Balance Sheet

- Retain substantial financial and strategic flexibility with €1 billion+ in cash and available liquidity facilities
- Manage to a conservative leverage target of (0.5x)-0.5x net debt to EBITDA
- Reduce market risk by relying primarily on long-duration, fixed-rate debt



## Sustain and Expand Our Premium Market Position

- Ensure asset integrity with €100-125 million annual maintenance capex
- Invest €50-75 million per year in projects that add premium our Tubes production capacity and our high-quality mine reserves



## Establish Our Shares as a High-Yielding Investment Vehicle

- Distribute 80-100% of total cash generation<sup>1</sup> to shareholders
- Retain flexibility to execute returns through dividends and – if market conditions are acceptable – share repurchases
- Intend to make dividend a part of shareholder returns in all years

<sup>1</sup> Vallourec will retain flexibility to distribute additional cash flows, including potential warrant proceeds, on a discretionary basis. Total cash generation is defined as adjusted free cash flow +/- restructuring charges and non-recurring items and asset disposals & other cash items. It corresponds to net cash used in operating activities +/- gross capital expenditure and asset disposals & other cash items.

# 2026 Shareholder Returns

## DELIVERING ON OUR COMMITMENT TO BE ONE OF THE MOST SHAREHOLDER-FRIENDLY COMPANIES IN OUR PEER GROUP

### Applying Our Capital Allocation Framework

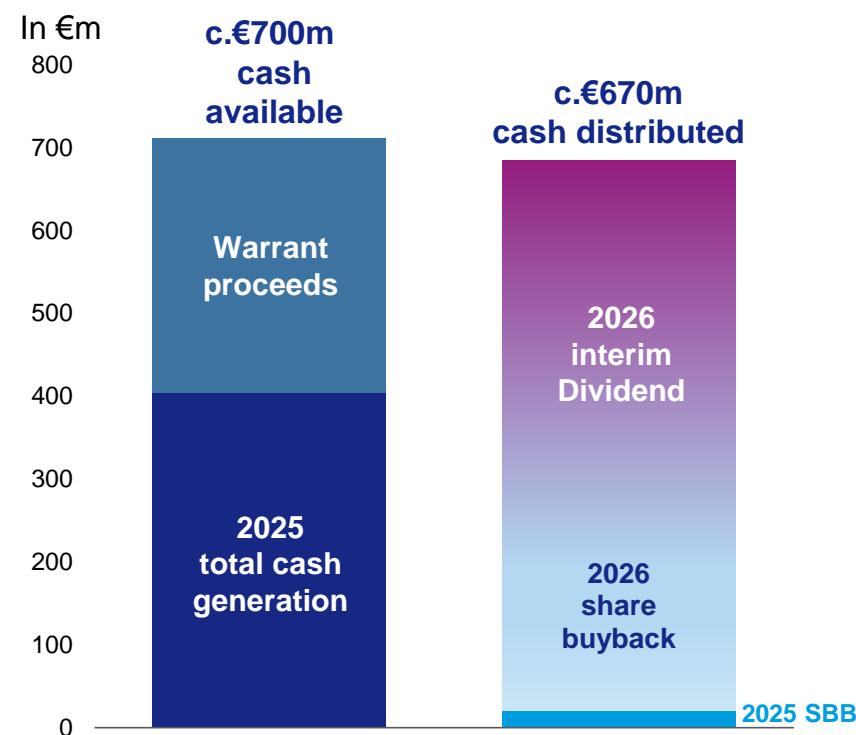
#### SIGNIFICANT SHAREHOLDER DISTRIBUTIONS

- Intention confirmed to return nearly €650m to shareholders by August<sup>1</sup>, i.e. approximately 90% of 2025 total cash generation and 100% of €307m warrant proceeds
- This represents a potential increase of ~€280m versus 2025 shareholder returns

#### BALANCED DISTRIBUTION FRAMEWORK

- Maintaining defensive balance sheet: expected to stay within leverage target range of +/- 0.5x Net Debt / EBITDA with liquidity >€1bn
- Efficiently executing impactful share repurchases to limit dilution from warrant exercise

### Balanced Shareholder Return Structure



<sup>1</sup> Expected interim dividend payment is contingent upon full warrant exercise and subject to Board of Directors approval in July

# Conclusion

- + **1** Vallourec delivered another successful year in 2025, marked by the payment of the first dividend to shareholders in a decade

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- + **2** Vallourec is an industry leader in ESG, with ambitious plans to work safer, healthier, and with a lower environmental footprint

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- + **3** We are positioning for future growth through targeted research and development projects and investments to solve the energy challenges of today and tomorrow



# 4. Governance & Remuneration

**Hera Siu**

*Chair of the Nomination and Governance Committee  
Chair of the Remuneration Committee*





## 4.1 The Board of Directors

# Board of Directors



Chairman and Chief Executive Officer

**Philippe Guillemot**



Lead Independent Director  
Chair of the Audit Committee  
Remuneration Committee  
CSR Committee  
NG\* Committee

**Angela Minas**  
*Independent*



Chair of the CSR Committee and  
Lead Director for CSR  
Audit Committee

**Corine de Bilbao**  
*Independent*



Chair of the NG\* Committee  
Chair of the Remuneration  
Committee  
Audit Committee  
CSR Committee

**Hera Siu**  
*Independent*



CSR Committee

**Frida Norrbom Sams**  
*Independent*



CSR Committee  
Audit Committee

**Luciano Siani Pires**  
*Independent*



Audit Committee  
Remuneration Committee

**Genuino Magalhães Christino**  
*ArcelorMittal Management*



NG\* Committee

**David Clarke**  
*ArcelorMittal Management*



CSR Committee

**Annelise Le Gall**

**63%** independents

**8** nationalities

**55%\*\*** women

\* NG Committee: Nomination and Governance Committee

\*\* As of January 1, 2026, employee directors must be taken into account for the calculation of gender balance, in accordance with the terms of application set forth in Decree n°2025-744 of July 30, 2025.

# Renewal of Term of Office Ratification and Cooptation of Mr. David Clarke

## Renewal of term of office

- Renewal of Mr. Philippe Guillemot's term of office as Director for a period of four (4) years (4<sup>th</sup> resolution)
- Renewal of Mrs. Angela Minas' term of office as Director for a period of four (4) years (5<sup>th</sup> resolution)
- Renewal of Mrs. Hera Siu's term of office as Director for a period of four (4) years (6<sup>th</sup> resolution)

## Ratification and Cooptation of Mr. David Clarke



### David Clarke

*ArcelorMittal Management*

Ratification of the cooptation of Mr. David Clarke as Director for the remainder of Mr. Keith J. Howell's term of office (7<sup>th</sup> resolution)

**63%** independents

**8** nationalities

**55%\*** women

\* As of January 1, 2026, employee directors must be taken into account for the calculation of gender balance, in accordance with the terms of application set forth in Decree No. 2025-744 of July 30, 2025.

# Combining the Role of Chairman and CEO

## **Track record-driven leadership**

Since March 2022, the combined Chairman and CEO held by Philippe Guillemot has delivered a successful turnaround through the “New Vallourec” plan, restoring profitability, balance sheet strength and long-term growth visibility.

## **Clear strategic alignment and execution**

Combining the roles ensures strong alignment between strategy and operations, enabling agile decision-making and consistent execution of Vallourec’s value-focused, premium and innovation-driven strategy.

## **Robust governance safeguards in place**

The governance framework includes a strong Lead Independent Director, independent Board committees and active oversight, providing effective checks and balances despite the combined role.

## **Continuity at a critical inflection point**

Renewing the combined mandate is considered essential to preserve strategic momentum, leadership stability and disciplined delivery of the Group’s 2030 roadmap, in the best interests of all stakeholders.



## 4.2 2025 Compensation of the Chairman and CEO

# 2025 Compensation of the Chairman and CEO

## PHILIPPE GUILLEMOT (CHAIRMAN AND CHIEF EXECUTIVE OFFICER)

### Annual fixed portion

- € 1,000,000 (unchanged since the remuneration policy was defined in 2022).

### Annual variable portion

- **General principle:** annual variable portion
  - Varies from 0 to 100% of the target base salary
  - May reach up to 135% in case of maximum target achievement.
- **Specific arrangement for the 2025 financial year:** an accelerator mechanism linked to the Group's deleveraging could increase the variable portion
  - by an additional 30%,
  - Bringing it to a maximum of the 175.5% of the target compensation.
    - This cap is consistent with market practices within the SBF 120.
- **Results for the 2025 financial year**
  - Variable portion achieved: 89% of base salary, i.e. €895,607, after application of the "accelerator".
- **Enhanced transparency**
  - Following feedback from the 2025 governance roadshow, communication regarding the achievement rate as well as the objectives met for each criterion has been improved.

### Equity instruments

- No performance free shares were granted to the CEO during the 2025 financial year.

# 2025 Variable Compensation Outcome

| CEO'S VARIABLE PAY (VP) 2025 CALCULATIONS |             |                  |                      |                               |
|---|-------------|------------------|----------------------|-------------------------------|
| Indicator                                 | Weighting   | Achieved Targets | Achievement Rate (%) | Weighted Achievement Rate (%) |
| <b>Financial performance</b>              | 60%         |                  |                      | <b>30.53%</b>                 |
| EBITDA per metric ton                     | 18%         | 548.022          | 30.663               | 5.52%                         |
| EBITDA Group                              | 24%         | 818.826          | 79.217               | 19.01%                        |
| Inventories Volume DOH                    | 18%         |                  | 33.333               | 6.00%                         |
| <b>Operational performance</b>            | 20%         | <b>22.333</b>    | 111.667              | <b>22.33%</b>                 |
| <b>CSR performance</b>                    | 20%         |                  |                      | <b>22.98%</b>                 |
| Quality “@ claims per month”              | 5.00%       | 1.92             | 135                  | 6.75%                         |
| Safety (TRIR)                             | 10.00%      | 1.25             | 100                  | 10.00%                        |
| CO <sub>2</sub> emissions                 | 2.50%       | 1.4              | 135                  | 3.38%                         |
| Gender Diversity                          | 2.50%       | 29.069           | 114.2415             | 2.86%                         |
| <b>Total without Booster</b>              |             |                  |                      | <b>75.85%</b>                 |
| <b>Group Booster</b>                      |             | <b>518.755</b>   | 60.28%               | 18.10%                        |
| <b>2025 Total achievements</b>            | 89.57%      |                  |                      |                               |
| <b>Amount VP 2025 estimate</b>            | 895,720 EUR |                  |                      |                               |



## 4.3 2026 Compensation Policy for the Chairman and CEO

# 2026 Compensation Policy of the CEO

## Annual fixed portion

- € 1,000,000 (amount unchanged since 2022).

## Annual variable portion

- **General principle** (unchanged compared with 2025): the variable portion may
  - Vary from 0 to 100% of the target base salary
  - and may reach up to 135% in case of maximum target achievement.
- **Specific arrangement for the 2026 financial year:** an accelerator mechanism linked to the Group's adjusted free cash flow targets increase the variable compensation
  - by an additional 30%,
  - bringing it to a maximum of 175.5% of the target compensation  
 → This cap is consistent with market analyses conducted in 2025 within the SBF 120 Next 40.

*The 30% "accelerator" mechanism will also apply, under the same terms, to the variable compensation of the Group's executives and senior managers (arrangement unchanged compared with 2025).*

\* One of the two sub-targets relates to the gap versus Tenaris in terms of EBITDA per ton.

\*\* Targets (Minimum: 1.25 / Target: 0.95 / Maximum: 0.65)

From 2026 onwards, the CO<sub>2</sub> and diversity criteria will be transferred from the annual bonus to the LTI, in line with their long-term horizon and market practices. The safety indicator will remain common to both the annual bonus and the LTI. The ESG weighting (excluding safety) will be reallocated to financial performance.

|                                  |            |
|----------------------------------|------------|
| <b>Financial performance:</b>    | <b>70%</b> |
| EBITDA                           | 28%        |
| EBITDA per ton                   | 21%        |
| Stock ("Inventory Days on Hand") | 21%        |
| <b>Operational performance*</b>  | <b>20%</b> |
| <b>Safety (TRIR)**</b>           | <b>10%</b> |

# 2026 Compensation Policy of the CEO

## 2026 LONG TERM INCENTIVE PLAN

- **A structure aligned with best market practices**
  - The 2026 LTI Plan was defined following **in-depth market analyses and benchmarking**, incorporating feedback from investors and proxy advisory firms provided during the 2025 Governance roadshow.
- **A framework fully conditioned on performance**
  - 100% of the shares granted to the CEO will be subject to **performance and continued employment conditions**.
  - Performance will be assessed over a **three-year period** (2026-2028), in line with long-term value creation objectives.
- **Proposed grant: 220 % of the annual base salary, valued on the basis of the fair value of the share at the grant date, in line with the SBF 120 – Next 40 benchmark.**
- **Shareholding retention requirement**
  - The CEO is subject to a shareholding retention requirement, under which they must retain **30% of each grant** until their total shareholding reaches a value equivalent to three times their annual base salary.

### • Performance indicators

| INDICATORS                                   | CALCULATION  | ACHIEVEMENT RATE   |
|--|--|--|
| <b>SIMPLIFIED ROCE (40%)</b>                 | 3-year average:<br>2026-2027-2028                                  | Simplified ROCE $\leq$ 10% $\rightarrow$ pay out at 0%                                   |
|  |  | Simplified ROCE = 15% $\rightarrow$ pay out at 75%                                       |
|  |  | Simplified ROCE $\geq$ 19% $\rightarrow$ pay out at 100%                                 |
|  |  | A linear progression will be applied between the thresholds                              |
| <b>TOTAL SHAREHOLDER RETURN (40%)</b>        | Vallourec TSR versus a panel of comparable companies for 2026-2028 | TSR < median TSR peer group $\rightarrow$ 0% pay out                                     |
|  |  | TSR = median TSR peer group $\rightarrow$ 50% pay out                                    |
|  |  | TSR $\geq$ 3 <sup>rd</sup> quartile peer group $\rightarrow$ 100% pay out                |
|  |  | A linear progression will be applied between the median and the 3 <sup>rd</sup> Quartile |
| <b>CORPORATE SOCIAL RESPONSIBILITY (20%)</b> |  |  |
| Safety (1/3)                                 | TRIR in 2028   | TRIR $\leq$ 0,65 $\rightarrow$ pay out at 0%   |
|  |  | TRIR = 0,45 $\rightarrow$ pay out at 75%   |
|  |  | TRIR $\geq$ 0,30 $\rightarrow$ pay out at 100%   |
|  |  | A linear progression will be applied between the thresholds                              |
| CO <sub>2</sub> e emissions (1/3)            | CO <sub>2</sub> e emissions in 2028                                | CO <sub>2</sub> EM $\leq$ 1,39 $\rightarrow$ 0% pay out                                  |
|  |  | CO <sub>2</sub> EM = 1,37 $\rightarrow$ 75% pay out                                      |
|  |  | CO <sub>2</sub> EM $\geq$ 1,34 $\rightarrow$ 100% pay out                                |
|  |  | A linear progression will be applied between the thresholds                              |
| Diversity (1/3)                              | Ratio of women managers in 2028                                    | % women $\leq$ 30% $\rightarrow$ 0% pay out  |
|  |  | % women = 31% $\rightarrow$ 75% pay out  |
|  |  | % women $\geq$ 32% $\rightarrow$ 100% pay out  |
|  |  | A linear progression will be applied between the thresholds                              |

# Other Components of the CEO's Compensation Policy for 2026



## **Supplementary pension plan (unchanged)**

- Participation in the Group's defined contribution supplementary pension plans (Articles 82 and 82 of the French Tax Code)

## **Non-compete clause (unchanged)**

- Duration: 18 months (with a waiver option by the Board)
- Geographic scope: Europe, Middle East, Americas, China, Ukraine and Russia
- Scope: competing activities in seamless tubes for the energy sector
- Compensation: 12 months of gross compensation (fixed + variable), paid monthly
- Exclusions: retirees and executives over 70 years of age

## **Severance indemnity in the event of forced departure (unchanged)**

- Overall cap: 2 years of gross compensation (fixed + variable)
- Subject to the achievement of variable compensation targets
- No indemnity in the event of gross or willful misconduct, voluntary departure or retirement
- Combined cap (severance + non-compete): 2 years of gross compensation



## 4.4 2025 Non-Executive Directors' Compensation

# 2025 Compensation Policy of the Board Members

| NON-EXECUTIVE BOARD DIRECTORS   | AMOUNTS PAID OUT |
|---------------------------------|------------------|
| Pierre Vareille (a)             | 66,250           |
| Corine de Bilbao                | 97,500           |
| Luciano Siani Pires             | 111,000          |
| Angela Minas (b)                | 192,250          |
| Hera Siu                        | 141,500          |
| Frida Norrbom Sams (c)          | 83,500           |
| Genuino Magalhães Christino (d) | N/A              |
| Keith James Howell (e)          | N/A              |
| Patrick Poulin (f)              | 21,500           |
| Annelise Le Gall (g)            | 77,000           |
| David Clarke (h)                | N/A              |
| <b>TOTAL</b>                    | <b>713,500</b>   |

(a) Term of office ended on May 22, 2025.

(b) Lead Independent Director since May 5, 2025.

(c) Mrs. Frida Norrbom Sams was appointed director on May 23, 2024.

(d) Mr. Genuino Magalhães Christino was appointed as Director on May 23, 2024, subject to completion of the disposal by Apollo of its holding to ArcelorMittal. The effective start date of his term of office was August 5, 2024, i.e., the completion date of the transaction. He has waived his entitlement to director's remuneration.

(e) Mr. Keith James Howell was co-opted as a director on August 10, 2024 to replace Mr. Gareth Turner. He has waived his entitlement to director's remuneration. He resigned on January 21, 2026.

(f) Term of office as employee director expired on May 22, 2025.

(g) Employee director as from December 10, 2024.

(h) Mr. David Clarke was co-opted as a director on February 26, 2026, to replace Mr. Keith James Howell. Mr. David Clarke has waived his entitlement to director's remuneration.



## 4.5 2026 Non-Executive Directors' Compensation Policy

# Non-Executive Director's Compensation Policies in 2026

## **Annual envelope (amount unchanged compared with 2025)**

- €1,250,000

## **Allocation of the annual envelope (terms unchanged compared with 2025, except for the replacement of the Vice-Chair by the Lead Independent Director following the end of the Vice-Chair's term on May 22, 2025):**

- **Participation in Board of Director's meetings**
  - Duration  $\geq$  one hour,
  - In-person attendance: €3,000 (€15,000 for the Lead Independent Director)
  - Videoconference: €1,500 (€7,500 for the Lead Independent Director)
- **Participation of a director in a Board committee meeting**
  - Duration  $\geq$  one hour,
  - In-person attendance: €5,000 (€10,000 for the Chair of Committee)
  - Videoconference: €2,500 (€5,000 for the Chair of Committee)
  - Exception: meetings of the Remuneration Committee do not give rise to any compensation
- **In-person attendance rule**
  - Remote participation (videoconference or conference call) is limited to 40% of scheduled meetings.  
Beyond this threshold, meeting attended remotely are not remunerated (except for exceptional meeting)

# Non-Executive Director's Compensation Policies in 2026

## Travel allowance

- From 2026 onwards, the **travel allowance** will be determined bases on the director's place of residence.
- The amount varies depending on the location of the meeting (France, Europe excluding France, outside Europe).
  - An allowance of €8,000 is paid for intercontinental travel or when the meeting takes place outside Europe.
  - An allowance of €2,000 applies to intra-European travel (excluding France).
  - No allowance is due in the event of participation in a meeting held in the director's country of residence or in case of remote participation.
  - The place of residence taken into account is the one declared at the beginning of the year.
- **Fees** (unchanged vs 2025)
  - Directors are entitled to reimbursement of expenses incurred by them in the performance of their duties (including any travel and accommodation expenses for the purpose of attending Board and committee meetings)

## Non-voting members do not receive any remuneration

**Genuino Magalhães Christino and David Clarke have waived their entitlement to receive remuneration in respect of their directorship**



# 5. Statutory Auditors' Reports

For the year ended December 31, 2025



# Statutory Auditors' Reports

## Reports on Resolutions Submitted for Your Approval

- Ordinary General Assembly
  - Report on the annual accounts (1<sup>st</sup> resolution)
  - Report on the consolidated financial statements (2<sup>nd</sup> resolution)
- Extraordinary General Meeting
  - Report on Capital Operations (14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup> et 25<sup>th</sup> resolutions)

## Reports not subject to a resolution of the General Assembly

- Special Report on Regulated Agreements
- Report on the conversion of preferred shares pursuant to the articles of association
- Report on the certification (limited assurance) of sustainability information
- Reasonable assurance report of the statutory auditor on a selection of environmental and social information

# Reports on the Annual and Consolidated Financial Statements Ordinary General Meeting



We conducted an audit of the annual and consolidated financial statements in accordance with the professional standards applicable in France. We believe that the evidence collected is sufficient and appropriate to base our opinion.

In the annual financial statements, the first-time application of ANC Regulation No. 2022-06, mandatory as from the 2025 financial year, represents a change in accounting method in respect of which we have included an emphasis of matter.

| TITLE OF THE REPORT  | OPINION             | RATIONALE FOR ASSESSMENTS – KEY AUDIT MATTERS  |
|--|---------------------|--|
| <b>Audit report on the annual accounts (1<sup>st</sup> resolution)</b>                   | Unqualified opinion | Valuation of the equity securities and related receivables of Vallourec Tubes S.A.S.                                 |
| <b>Audit report on the consolidated financial statements (2<sup>nd</sup> resolution)</b> | Unqualified opinion | Valuation of goodwill and intangible and tangible assets of the Cash-Generating Unit "Vallourec South America Tubes" |

## Specific checks: no observations to be made

- We have verified that the management report and the notes to the financial statements provide appropriate information, in particular with regard to the accuracy and sincerity of the information relating to the remuneration of the corporate officers and the commitments made in their favor.
- We also verified compliance with the presentation of the consolidated financial statements in the single European electronic information format, known as "ESEF" as defined by Delegated Regulation (EU) 2019/815 of 17 December 17, 2018.

# Special Report on Regulated Agreements

| TITLE OF THE REPORT                           | CONVENTIONS  | OBSERVATIONS   |
|---|--|--|
| <b>Special Report on Regulated Agreements</b> | Absence of agreements submitted to the General Assembly for approval | <p><b>Agreements authorized and entered into during the past financial year</b></p> <ul style="list-style-type: none"> <li>We inform you that we have not been given notice of any agreement authorized and concluded during the past financial year, to be submitted to the Shareholders' Meeting for approval pursuant to the provisions of Article L. 225-38 of the French Commercial Code</li> </ul> |
|   | Absence of agreements already approved by the General Assembly       | <p><b>Agreements approved in prior years</b></p> <ul style="list-style-type: none"> <li>We inform you that we have not been given notice of any agreement already approved by the General Assembly that has continued to be implemented during the past financial year.</li> </ul>   |

# Reports on the Sustainability Statement

Our engagement was to carry out the procedures necessary to issue a conclusion, expressing limited assurance on the information included in the Sustainability Statement. Based on the procedures we have carried out, we have not identified material errors, omissions or inconsistencies regarding the compliance of the sustainability information included in the Sustainability Statement,.

| TITLE OF THE REPORT  | OPINION   | RATIONALE FOR ASSESSMENTS – KEY AUDIT MATTERS  |
|--|---|--|
| <b>Report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852</b> | Unqualified opinion, with an emphasis of matter relating to certain information that was unavailable or not exhaustive for the 2025 financial year and to the work undertaken by the Group to ensure its publication in the future. | <ul style="list-style-type: none"> <li>• Compliance with the ESRS of the process implemented by Vallourec to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labor Code</li> <li>• Compliance of the sustainability information included in the sustainability report with the requirements of Article L.233-28-4 of the French Commercial Code, including the ESRS</li> <li>• Compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852 (GreenTaxonomy)</li> </ul> |

We have also issued a reasonable assurance report on a selection of environmental and social information. We believe that the evidence we have gathered is sufficient and appropriate to support our opinion.

# Reports on Capital Operations Extraordinary General Meeting



| RESOLUTION   | OBJECT  | DURATION OF THE AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS | TERMS   |
|--|---|---|---|
| 14 <sup>th</sup> , 15 <sup>th</sup> , 16 <sup>th</sup> , 17 <sup>th</sup> , 18 <sup>th</sup> , 19 <sup>th</sup> and 20 <sup>th</sup> | Delegation of authority to decide on the issuance of shares and/or various securities, with maintenance and/or cancellation of preferential subscription rights | 26 months   | <p>The nominal amount of the capital increases that may be carried out pursuant to these authorizations shall not exceed €1,831,427, it being specified that the nominal amount of the capital increases that may be carried out, whether immediately or in the future, shall not exceed:</p> <ul style="list-style-type: none"> <li>• €1,831,427 pursuant to the 14<sup>th</sup> resolution;</li> <li>• €457,857 pursuant to each of the 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions, such amount being deducted from the overall cap on capital increases provided for in paragraph 2 of the 14<sup>th</sup> resolution of this General Meeting.</li> </ul> <p>Pursuant to paragraph 3 of the 14<sup>th</sup> resolution, the aggregate nominal amount of debt securities that may be issued shall not exceed €1.5 billion under the 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions, it being specified that this amount also constitutes the individual cap applicable to each of these resolutions.</p> |

- We carried out the necessary due diligence in accordance with the professional doctrine applicable in France, consisting in verifying the content of the Board of Directors' report relating to these transactions and the procedures for determining the issue price of the equity securities to be issued.
- Subject to the subsequent review of the conditions of each issuance that may be decided, we have no observations to make on the procedures for determining the issue price of the equity securities to be issued as described in the Board of Directors' report in respect of the 20<sup>th</sup> resolution. With regard to the 15<sup>th</sup> and 16<sup>th</sup> resolutions, as the French Commercial Code allows the Board of Directors to freely determine the issue price, we have no observations to make on the absence of detail regarding the procedures for determining such price.
- As the Board of Directors has not specified in its report the procedures for determining the issue price of the equity securities to be issued, we are unable to express an opinion on the choice of the elements used to determine the issue price in relation to the 14<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions.
- Furthermore, as the Board of Directors has not set out in its report the final conditions under which the issuances will be carried out, we are unable to express an opinion on such conditions or on the proposal to cancel the preferential subscription rights referred to in the 15<sup>th</sup>, 16<sup>th</sup> and 20<sup>th</sup> resolutions.
- We will issue an additional report, if appropriate, should these delegations be used by your Board of Directors.

# Reports on Capital Operations Extraordinary General Meeting



| RESOLUTION       | OBJECT  | DURATION OF THE AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS | TERMS   |
|------------------|---|---|---|
| 22 <sup>nd</sup> | Authorization to grant free ordinary shares, existing or to be issued, subject to performance and vesting (continued employment) conditions, for the benefit of employees or certain categories thereof | 14 months   | The existing or to-be-issued shares may not represent more than 0.6% of the share capital as at the date of the decision to grant them, it being specified that this amount will be deducted from the overall cap of €1,831,427 provided for in paragraph 2 of the 14 <sup>th</sup> resolution adopted by the General Meeting of May 21, 2026 |

- We carried out the necessary due diligence in accordance with the professional doctrine applicable in France.
- These procedures consisted in particular of verifying that the terms and conditions contemplated and set out in the Board of Directors' report fall within the scope of the provisions laid down by law.
- We have no observations to make regarding the information disclosed in the Board of Directors' report relating to the contemplated transaction consisting of the authorization to grant free ordinary shares

# Reports on Capital Operations Extraordinary General Meeting



| RESOLUTION       | OBJECT  | DURATION OF THE AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS | TERMS   |
|------------------|---|---|---|
| 23 <sup>rd</sup> | Delegation of authority to decide on an increase in the share capital of the Company through the issuance of shares and/or equity-linked securities, with waiver of shareholders' pre-emptive subscription rights, for the benefit of participants in employee savings plans implemented within a Group company or a group of French companies falling within the scope of consolidation or combination of the Company's accounts | 26 months   | <p>Subscriptions may be made either directly or through an employee shareholding fund (<i>fonds commun de placement d'entreprise</i> – "FCPE").</p> <p>The maximum nominal amount of the capital increases that may be carried out shall not exceed 0.75% of the share capital as at the date of the decision of the Board of Directors, it being specified that:</p> <ol style="list-style-type: none"> <li>this cap is common with the cap provided for under the 24<sup>th</sup> resolution of this Shareholders' Meeting;</li> <li>this amount shall be deducted from the overall cap of EUR 1,831,427 provided for in paragraph 2 of the 14<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 21, 2026, or, as the case may be, from any overall cap that may succeed said resolution during the period of validity of this delegation; and</li> <li>this amount shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities giving access to the share capital or of beneficiaries of subscription or purchase options or free share grants</li> </ol> |

- We carried out the procedures required under the professional standards applicable in France, which consisted in verifying the content of the report of the Board of Directors relating to this transaction and the methods used to determine the issue price of the equity securities to be issued.
- Subject to the subsequent review of the terms and conditions of each issue that may be decided, we have no comments to make on the methods for determining the issue price of the equity securities to be issued as described in the report of the Board of Directors.
- As the final terms and conditions under which the issues would be carried out have not been determined, we do not express an opinion on these terms and, consequently, on the proposed waiver of shareholders' pre-emptive subscription rights submitted to you.
- We will issue a supplementary report, where applicable, in the event that these delegations are used by your Board of Directors

# Reports on Capital Operations Extraordinary General Meeting



| RESOLUTION       | OBJECT   | DURATION OF THE AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS | TERMS   |
|------------------|--|---|---|
| 24 <sup>th</sup> | <p>Delegation of authority to decide on an issue of (i) shares of the Company (excluding preference shares) and/or (ii) securities giving access, immediately or in the future, to shares of the Company or of other companies (including equity securities granting entitlement to the issuance of debt securities), with waiver of shareholders' pre-emptive subscription rights, reserved for:</p> <ul style="list-style-type: none"> <li>employees and corporate officers of the Company and of the companies of the Vallourec Group;</li> <li>and/or employee shareholding funds (<i>Fonds Communs de Placement d'Entreprise</i>) or other entities, whether or not having legal personality, holding employee share ownership investments in the Company's shares, whose unitholders or shareholders consist of the persons referred to above, subscriptions being made directly or through an employee shareholding fund ("FCPE").</li> </ul> | 18 months   | <p>The maximum nominal amount of the capital increases that may be carried out shall not exceed 0.75% of the share capital as at the date of the decision of the Board of Directors, it being specified that:</p> <p>(i) this cap is shared with the cap provided for under the 23rd resolution of this Shareholder's Meeting;</p> <p>(ii) this amount shall be deducted from the overall call of EUR 1,831,426 provided for in paragraph 2 of the 14th resolution adopted by the Shareholder's Meeting of 21 May 2026, or, as the case may be, from any overall cap that may succeed said resolution during the period of validity of this delegation; and</p> <p>(iii) this amount shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities giving access to the share capital or of beneficiaries of subscription or share purchase options or free share grants</p> |

- We carried out the procedures required under the professional standards applicable in France, which consisted in verifying the content of the report of the Board of Directors relating to this transaction and the methods used to determine the issue price of the equity securities to be issued.
- Subject to the subsequent review of the terms and conditions of each issue that may be decided, we have no comments to make on the methods for determining the issue price of the equity securities to be issued as described in the report of the Board of Directors.
- As the final terms and conditions under which the issues would be carried out have not been determined, we do not express an opinion on these terms and, consequently, on the proposed waiver of shareholders' pre-emptive subscription rights submitted to you.
- We will issue a supplementary report, where applicable, in the event that these delegations are used by your Board of Directors.

# Reports on Capital Operations Extraordinary General Meeting



| RESOLUTION       | OBJECT   | TERMS   |
|------------------|--|---|
| 25 <sup>th</sup> | Delegation of powers to the representative of the Company, with the ability to sub-delegate, in order to proceed with the amendment of the terms of exercise of the warrants (BSA) | Amendment of the terms of exercise of the warrants (BSA) to allow the Company, at its option, to deliver existing or newly issued shares of the Company, and to consequently amend the terms and conditions of the warrants, including any reference to newly issued shares |

- We carried out the procedures required under the professional standards applicable in France, which consisted in verifying the content of the report of the Board of Directors concerning the proposed amendment to the terms of the issue agreement for the warrants (BSA).
- We have no comments to make on the proposed amendment to the terms of the issue agreement for the warrants (BSA).



# 6. Questions & Answers





# 7. Resolutions



# Operation of the voting device

1

## SMART CARD:

The device will only operate if your smart card is properly inserted.

2

## TO VOTE:

When the voting is open, simply press the button corresponding to your choice:

**1 = For**

**2 = Against**

**3 = Abstain**

## MESSAGE DISPLAYED ON THE DEVICE SCREEN:

■ Mention "**received**": Your vote has been successfully recorded.

*\*If you need to change your choice, simply press another button.*



# 7.1 Ordinary Meeting



# 1<sup>st</sup> Resolution

**ORDINARY** Meeting

Approval of the parent company financial statements for the 2025

## 2<sup>nd</sup> Resolution

**ORDINARY** Meeting

Approval of the consolidated financial statements for the 2025 fiscal year

# 3<sup>rd</sup> Resolution

**ORDINARY** Meeting

Allocation of net income for the 2025 fiscal year

## 4<sup>th</sup> Resolution

**ORDINARY** Meeting

Renewal of Mr. Philippe Guillemot's term as Director

## 5<sup>th</sup> Resolution

**ORDINARY** Meeting

Renewal of Mrs. Madame Angela Minas' term as Director

## 6<sup>th</sup> Resolution

**ORDINARY** Meeting

Renewal of Mrs. Madame Hera Siu's term as Director

## 7<sup>th</sup> Resolution

**ORDINARY** Meeting

Ratification of the cooptation of Mr. David Clarke as Director

## 8<sup>th</sup> Resolution

**ORDINARY** Meeting

Approval of the disclosure relating to each corporate officer's remuneration for the 2025 fiscal year required by Article L.22-10-9-I of the French Commercial Code, as presented in the Corporate Governance Report

## 9<sup>th</sup> Resolution

**ORDINARY** Meeting

Approval of the fixed, variable and extraordinary component of the total remuneration and benefits paid during or awarded for the 2025 fiscal year to Philippe Guillemot in his capacity as Chairman and Chief Executive Officer

# 10<sup>th</sup> Resolution

**ORDINARY** Meeting

Approval of the remuneration policy for the Chairman and Chief Executive Officer for the 2026 fiscal year

# 11<sup>th</sup> Resolution

**ORDINARY** Meeting

Approval of the remuneration policy for Directors (other than the Chairman) for the 2026 fiscal year

# 12<sup>th</sup> Resolution


**ORDINARY** Meeting

Authorization to be given to the Board of Directors to trade in the Company's shares

# 13<sup>th</sup> Resolution

**ORDINARY** Meeting

Approval of the climate strategy

A photograph of numerous large-diameter pipes stacked in a warehouse. The pipes are painted a vibrant magenta color. The lighting is dramatic, with strong highlights on the inner surfaces of the pipe openings and deep shadows in the surrounding stacks. A white graphic element, resembling a stylized 'L' or a bracket, is overlaid on the image, extending from the left edge towards the right, framing the text area.

## 7.2 Extraordinary Meeting

# 14<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to decide to increase the capital of the Company or other companies by issuing shares and/or securities with immediate or deferred rights to shares, with pre-emptive subscription rights

## 15<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to decide to increase the capital of the Company or other companies by issuing shares and/or securities with immediate or deferred rights to shares, without pre-emptive subscription rights, placed through a public offer other than an offer to the public governed by Article L.411-2 1° of the French Monetary and Financial Code

# 16<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to decide to issue shares and/or securities with immediate or deferred rights to shares of the Company or other companies, without pre-emptive subscription rights, placed through an offer to the public governed by Article L.411-2 1° of the French Monetary and Financial Code

# 17<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors, in the case of a share issue with or without pre-emptive subscription rights, to increase the number of shares to be issued

# 18<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to issue shares and/or securities with immediate or deferred rights to shares, without pre-emptive subscription rights, in payment for contributions of equity securities or securities with rights to shares, except for securities tendered to a public exchange offer initiated by the Company

# 19<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to issue shares and/or securities with immediate or deferred rights to shares, without pre-emptive subscription rights, in exchange for shares tendered to a public exchange offer initiated by the Company

## 20<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to issue shares of the Company, without pre-emptive subscription rights, as a result of the issue by the Company's subsidiaries of securities with rights to the Company's shares

## 21<sup>st</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to increase the share capital by capitalizing additional paid-in capital, reserves, profits, or any other amounts

## 22<sup>nd</sup> Resolution

**EXTRAORDINARY** Meeting

Authorization to be given to the Board of Directors to grant free shares

## 23<sup>rd</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to issue shares and/or securities with immediate or deferred rights to shares, without pre-emptive subscription rights, for subscription by members of employee share ownership plans

## 24<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Delegation of authority to the Board of Directors to issue shares and/or securities with immediate or deferred rights to shares, without pre-emptive subscription rights, to employees and corporate officers of the Company and Vallourec Group companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code, other than members of an employee share ownership plan

## 25<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Authorization and approval of the amendment of the terms and conditions of the BSAs, to allow the delivery of new or existing shares upon exercise at the option of the Company

## 26<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Amendment of Article 10 (Organization and operation of the Board of Directors) of the Articles of Association concerning the amendment of the age limit of the Chairman of the Board of Directors

# 27<sup>th</sup> Resolution

**EXTRAORDINARY** Meeting

Harmonization of the articles of association with applicable legal and regulatory provisions

A photograph of numerous large-diameter pipes stacked in a warehouse. The pipes are painted a vibrant magenta color. The lighting is dramatic, with strong highlights on the inner surfaces of the pipe openings and deep shadows in the surrounding stacks. A white, stylized graphic element, resembling a large 'L' or a bracket, is overlaid on the image, extending from the left edge towards the right, where it frames the section header.

## 7.3 Ordinary Meeting

# 28<sup>th</sup> Resolution

## Powers for formalities

**ORDINARY** Meeting



THANK  
YOU!





# Appendices



# Definitions of Non-GAAP Financial Data and Concepts

**Adjusted free cash flow** is defined as adjusted operating cash flow +/- change in operating working capital and gross capital expenditures. It corresponds to net cash used in operating activities less restructuring and non-recurring items +/- gross capital expenditure.

**Adjusted operating cash flow** is defined as EBITDA adjusted for non-cash benefits and expenses, financial cash out and tax payments.

**Asset disposals and other cash items** includes cash inflows from asset sales as well as other investing and financing cash flows.

**Change in working capital** refers to the change in the operating working capital requirement.

**Data at constant exchange rates:** The data presented “at constant exchange rates” is calculated by eliminating the translation effect into US dollars for the revenue of the Group’s entities whose functional currency is not the dollar. The translation effect is eliminated by applying Year N-1 exchange rates to Year N revenue of the contemplated entities.

**EBITDA:** Earnings Before Interest, Taxes, Depreciation and Amortization is calculated by taking operating income (loss) before depreciation and amortization, and excluding certain operating revenues and expenses that are unusual in nature or occur rarely, such as:

- impairment of goodwill and non-current assets as determined within the scope of impairment tests carried out in accordance with IAS 36;
- significant restructuring expenses, particularly resulting from headcount reorganization measures, in respect of major events or decisions;
- capital gains or losses on disposals;
- income and expenses resulting from major litigation, significant roll-outs or capital transactions (e.g., costs of integrating a new activity).

**Financial cash out** includes interest payments on financial and lease debt, interest income and other financial costs.

**Foreign exchange differences** reconciles select items in the cash flow statement to their effective cash impact. This effect is related to intra-group financing, including related FX hedging.

# Definitions of Non-GAAP Financial Data and Concepts

**Gross capital expenditure:** gross capital expenditure is defined as the sum of cash outflows for acquisitions of property, plant and equipment and intangible assets and cash outflows for acquisitions of biological assets.

**(Increase) decrease in net debt** (alternatively, “change in net debt”) is defined as total cash generation +/- non-cash adjustments to net debt.

**Industrial margin:** The industrial margin is defined as the difference between revenue and cost of sales (i.e. after allocation of industrial variable costs and industrial fixed costs), before depreciation.

**Lease debt** is defined as the present value of unavoidable future lease payments.

**Midcycle or normalized earnings and cash flow simulations and related assumptions** do NOT represent guidance, a forecast, a target or an outlook of Vallourec for any particular financial year, but aim to represent an abstract average across cycles and across different circumstances to illustrate, in a volatile and unpredictable environment, the theoretical functioning of the New Vallourec. Conceptually these should be understood as approximate levels to be observed on average, over a long period of time and through various economic and commodity price environments.

**Net debt:** Consolidated net debt (or “net financial debt”) is defined as bank loans and other borrowings plus overdrafts and other short-term borrowings minus cash and cash equivalents plus the fair value of the cross-currency swaps related to the EUR/USD hedging of the principal of the \$820 million 7.5% senior notes. Net debt excludes lease debt.

**Net working capital requirement** is defined as working capital requirement net of provisions for inventories and trade receivables; net working capital requirement days are computed on an annualized quarterly sales basis.

# Definitions of Non-GAAP Financial Data and Concepts

**Non-cash adjustments to net debt** includes non-cash foreign exchange impacts on debt balances, IFRS-defined fair value adjustments on debt balances, and other non-cash items.

**Non-cash items in EBITDA** includes provisions and other non-cash items in EBITDA.

**Operating leverage** defined as the sum of industrial fixed cost/tonne and SG&A/tonne divided by total cost per tonne

**Operating working capital requirement** includes working capital requirement as well as other receivables and payables.

**Restructuring charges and non-recurring items** consists primarily of the cash costs of executing the New Vallourec plan, including severance costs and other facility closure costs.

**Return on invested capital (ROIC):** defined as GAAP operating income less normalized taxes (assumed at a blended statutory rate), divided by shareholders' equity, non-controlling interests, and all financial debt, lease debt, and derivative liabilities, less any short-term financial assets including cash & equivalents, short-term investments, and short-term derivative assets.

**Total cash generation** is defined as adjusted free cash flow +/- restructuring charges and non-recurring items and asset disposals & other cash items. It corresponds to net cash used in operating activities +/- gross capital expenditure and asset disposals & other cash items.

**Working capital requirement** is defined as trade receivables plus inventories minus trade payables (excluding provisions).