

**CMG CLEANTECH**  
**Public limited company a share capital of €6.908.393**  
**Registered office : 6 place de la Madeleine-75008 Paris**  
**RCS PARIS 813 598 232**

**MINUTES OF THE ANNUAL GENERAL MEETING OF 30 OCTOBER 2025**

**The year two thousand and twenty-five**  
**October 30th at 10:00 AM**

The shareholders of the company CMG CLEANTECH (the "**Company**") met in Annual Ordinary General Meeting at the offices of Burguburu Charvet Gardel & Associés, upon convocation by the Board of Directors.

The Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer of the Company are participating in the meeting.

The firm Burguburu Charvet Gardel & Associés, represented by Maître Jean-Michel BONZOM, is appointed as secretary of the meeting.

Mr. Bruno GAUDICHAU, the Company's statutory auditor, having been duly summoned, is absent with apologies.

An attendance sheet was drawn up and signed by each member of the Assembly upon entering the meeting. The postal voting forms received and signed were referenced and taken into account for the calculation of the quorum and the votes.

The Chairman notes that the quorum of shares with voting rights has been reached.

Consequently, the President declares that the Assembly can validly deliberate.

The Chairman places the following on the desk and makes it available to the Shareholders:

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- The Company's Statutes
- The attendance sheet for the meeting
- The summons notice
- The summons letter addressed to the auditor
- The balance sheet, the income statement and the notes to the financial statements for the year ended April 30, 2025
- The management report
- The financial results table for the fiscal year
- The auditor's reports
- The text of the resolutions proposed to the assembly

Then, the Chairman declares that all documents and information have been sent to the Shareholders or made available to them at the registered office, from the date of the meeting notice and that the Company has complied, under the legal conditions, with the requests for information which it has received.

The Assembly acknowledges this declaration.

The President then reminds the assembly that it is called upon to decide on the following agenda:

1. Approval of the financial statements for the year ended April 30, 2025
2. Allocation of the profit or loss for the financial year
3. Special report of the auditor on the agreements referred to in Article L 225.38 of the Commercial Code
4. Power of attorney for formalities

The Chairman then reads the management report and the reports of the Commissioner of Contributions.

Having completed these readings, the Chairman opened the discussion and indicated on this occasion that no Shareholder had sent the Company any written questions.

With no one else requesting the floor, the President put the following resolutions to a vote in succession:

### **FIRST RESOLUTION**

#### **Approval of the financial statements for the year ended April 30, 2025**

The General Assembly, having heard the reading of the management report and the auditor's report,

approves the annual accounts closed on April 30, 2025 as presented and the transactions reflected in these accounts or summarized in these reports, showing a net loss of -€188,983.

The General Meeting gives the members of the Board of Directors and the managers of the Company full and unconditional discharge for the execution of their mandate for the said financial year.

*This resolution, put to a vote, is adopted.*

## **SECOND RESOLUTION**

### **Allocation of the result**

The General Meeting decides to allocate the result of the financial year ending April 30, 2025, i.e. a net loss of -€188,983, in full to the "Retained Earnings" account, which thus amounts to -€7,247,020.

The General Meeting indicates, in accordance with the provisions of Article 243 bis of the General Tax Code, that no distribution of dividends or reserves has been made during the financial year of the Company or previously.

*This resolution, put to a vote, is adopted.*

## **THIRD RESOLUTION**

### **Agreements referred to in Article L 225-38 of the Commercial Code**

The General Meeting of Shareholders, having heard the reading of the special report of the Auditor relating to the agreements referred to in Article L.225-38 of the Commercial Code, approves the report and the agreements mentioned therein.

*This resolution, put to a vote, is adopted.*

## **FOURTH RESOLUTION**

### **Powers for formalities**

The General Meeting of Shareholders, deliberating in accordance with the rules required for the adoption of decisions falling within the competence of the Ordinary General Meeting, gives full powers to the bearer of an original, a copy or an extract of this Meeting, in order to carry out the formalities made necessary.

*This resolution, put to a vote, is adopted.*

With the agenda exhausted and no one else requesting to speak, the Chairman declared the meeting adjourned.

From all of the above, the present minutes were drawn up which, after being read, were signed by the members of the board.

The President

*John Anthony Darling*

The Secretary

  
Darren Taylor (Apr 17, 2026 13:28:28 GMT+1)