



EXOSSENS EMPLOYEE SHAREHOLDING PLAN
EXOSHARE
LOCAL SUPPLEMENT FOR THE UNITED KINGDOM

*You have been invited to invest in shares (the "**Shares**") of the French company Exosens S.A., having its registered office at Domaine de Pelus 18 Avenue de Pythagore Axis Business Park Bat 5e, 33700 Mérignac, France ("**Exosens**") by subscribing for units of an employee shareholding fund, a French Fonds Commun de Placement d'Entreprise ("**FCPE**"), within the 2025 employee shareholding plan "ExoShare" (the "**Plan**") reserved for the employees of the companies belonging to the Exosens group and participating to the Plan (the "**Exosens Group**").*

*You will invest in units (the "**FCPE Units**" or the "**Units**") of the FCPE "ExoShare". You will be issued a number of FCPE Units corresponding to the number of Shares for which you will have subscribed.*

*You will find below a brief summary of the local offering information and principal tax consequences relating to the Plan. These terms include eligibility to participate, payment methods, early redemption conditions and other important items. This local supplement (the "**Local Supplement**") is provided to you in addition to the Plan documents, in particular, the subscription form and the information brochure, (the "**Information Brochure**"), made available to you on the website dedicated to ExoShare (exoshare.exosens.com).*

The collection and processing of subscriptions and the account management of FCPE units is managed by Amundi ESR.

Please note that the contents of this document are provided for information purposes only. You should read this document carefully, together with all other Plan documents, before making a decision to invest in the Plan. Neither Exosens nor your direct employer within the Exosens Group will provide you with any personal, financial or tax advice in relation to the Plan, or guarantees regarding the future price of the Shares.

The Plan described in this document, and in the other communication materials relating to it, is presented to you because you are an employee of the Exosens Group. Participation in this Plan is not mandatory and your decision to participate or not is entirely personal and will not impact your employment with the Exosens Group, either positively or negatively. The decision whether or not to participate is yours to make, having regard to your own particular circumstances and any independent advice which you require. Nothing contained in the present document or in any other materials distributed or made available to you in connection with the Plan shall confer upon you any right or entitlement respecting your employment. Participation in the Plan is separate from and does not form part of your employment agreement.

Local Plan Information

Eligibility

The Plan is open to all current employees of the Exosens Group who decide to participate in the Plan and who have accrued at least three (3) months of service on the last day of the subscription period (i.e. on 8 October 2025), meaning that you must be employed by one of the employing companies within the Exosens Group which is participating in the Plan and not on notice (given or received) on the last day of the subscription period.

For the avoidance of doubt, this means that employees who have given or received notice of their termination of employment with a Exosens Group company will not be eligible to participate in the Plan if this notice is in effect during the subscription period, even if their employment will terminate after the end of the subscription period.

Subscription Period

The subscription period starts on 16 September 2025 and lasts until 8 October 2025 (inclusive) (the "**Subscription Period**").

During the Subscription Period, you will be able to submit your orders to subscribe for the FCPE Units (i.e. you purchase FCPE Units) through the website dedicated to the Plan or by submitting the paper subscription form provided to you by your employer

Subscription Price

The subscription price will be based on the reference price which will be set in euros by Exosens on 15 September 2025 and will be equal to the average opening price of the Shares on stock exchange Euronext Paris over the twenty (20) trading days preceding 15 September 2025 (and thus, from 18 August 2025 to 12 September 2025) (the "**Reference Price**").

The subscription price (the "**Subscription Price**") will be equal to the Reference Price minus a 20% discount (the "**Discount**"). It will be communicated to you on the website dedicated to ExoShare.

Note that your subscription is in Euros. Consequently, for the purpose of your subscription, the amount of your payment in Pounds Sterling will be converted on 15 September 2025 (using the exchange rate applicable on 12 September 2025). The exchange rate will not change for the duration of the Subscription Period.

During the life of your investment, the value of the Shares subscribed through the FCPE will be affected by fluctuations in the currency exchange rate between the Euro and Pounds Sterling. As a result, if the value of the Euro strengthens relative to Pounds Sterling, the value of the FCPE Units/Shares expressed in Pounds Sterling will increase. On the other hand, if the value of the Euro weakens relative to Pounds Sterling, the value of the FCPE Units/Shares expressed in Pounds Sterling will decrease.

Matching Contribution

If you decide to participate in the Plan, you will benefit from a financial contribution from the Exosens Group (the "**Matching Contribution**") in the form of a right to acquire additional FCPE Units/Shares.

The number of additional FCPE Units/Shares you may acquire as a result of the Matching Contribution will be fixed at the time of subscription based on the following euro amounts divided by the Subscription Price:

- 150% of the employee's personal contribution from 1 euro to 400 euros;
- 100% of the employee's personal contribution from 400 euros to 800 euros; and
- 30% of the employee's personal contribution from 800 euros to 1,600 euros,

i.e. a total maximum Matching Contribution of 1,240 euros.

The Shares representing the Matching Contribution will be delivered to you at the end of the applicable Lock-Up Period (as defined below), through the FCPE and will not be subject to another lock-up period.

The delivery of the Shares representing the Matching Contribution will not be subject to a continued employment condition until the end of the Lock-Up Period (as defined below). In case of departure from the Exosens Group, or if any other early exit case (as detailed below) applies and all or part of the employee's investment is released, the Shares representing the Matching Contribution will still be delivered to the employee but only following the end of the Lock-up Period.

Prior to the settlement-delivery of additional FCPE Units/Shares representing the Matching Contribution, you will not own the corresponding FCPE Units/Shares, and consequently will have no right to any dividends paid in respect of those FCPE Units/Shares (or for which the record date is prior to the date of settlement-delivery) and will have no right to vote at shareholders' meetings in respect of those FCPE Units/Shares.

The grant of the right to receive additional FCPE Units/Shares representing the Matching Contribution is personal to each eligible employee. You cannot sell, transfer or pledge your right to receive the additional FCPE Units/Shares. The only exception to this restriction is for transfers that occur through succession to legal beneficiaries in the event of your death.

Sell-to-Cover mechanism regarding the Matching Contribution

By participating in the Plan, you will be expressly authorising Exosens S.A., your employer and the securities account holder, Amundi ESR, to arrange the sale of all or part of the Shares/FCPE Units representing the Matching Contribution, to enable the employing entity to satisfy its tax and social security withholding obligations (including if you leave the Exosens Group before the date of delivery of the Shares representing the Matching Contribution).

Your consent to this sell-to-cover mechanism is included in the subscription form.

Information about the Matching Contribution is also available in the information brochure.

Methods of Payment – What are the payment methods available for my subscription?

You will be informed of the final amount of your subscription by 17 October 2025.

Payment for the subscription of the FCPE Units must be made by one of the following methods (please be aware that you can only select one payment method):

- by bank transfer in one instalment to be made between 15 October 2025 and 29 October 2025 to the following bank account:

Bank: National Westminster Bank Plc
Account Name: CENTRONIC LTD
Account No: 53788052
Sort Code: 60-06-20
Reference: ExoShare

If you choose to pay by bank transfer, you must ensure that there are sufficient funds in your bank account to cover your investment to be transferred to the indicated bank account. Any failure in your bank transfer may jeopardize your ability to participate in the Plan;

OR

- by payroll deduction in six monthly installments, with the first deduction from the November 2025 salary.

Minimum and Maximum Subscription

The minimum subscription with your personal contribution is the equivalent of one Exosens Share.

As for the maximum subscription in the context of the Plan, your personal contribution (without taking into account the Matching Contribution for these purposes) must not exceed 25% of your gross annual remuneration (fixed and variable) for 2024 (as determined by your employer).

If you joined the Exosens Group in 2025, your subscription must not exceed 25% of your estimated gross annual remuneration (fixed and variable) **for the 2025 calendar year**.

In the event that you exceed this threshold, your employer will be authorised to reduce the amount of your subscription to the extent necessary to allow you to comply with the maximum subscription limit.

Oversubscription and Allocation

If the subscription requests exceed the maximum number of Shares reserved for the beneficiaries of the Plan, subscription requests will be reduced according to the terms and conditions described in the Information Brochure.

Capital increase and settlement-delivery

The date of the capital increase and settlement-delivery of the FCPE Units subscribed with your personal contribution is 13 November 2025.

Custody of your FCPE Units, voting rights, dividends

Your FCPE Units will be held in your name by the custody account-keeper Amundi ESR.

As long as your Shares are held by the FCPE, the voting rights pertaining to such Shares will be exercised by the supervisory board of the FCPE on your behalf.

Any dividends paid with respect to Shares held in the FCPE will be reinvested by the FCPE in additional Shares and you will receive a proportionate increase in the number of FCPE Units or fractions of FCPE Units that you hold.

Redemption

Under the Plan, your investment must be held for a period of three years (the "**Lock-Up Period**"), ending on 13 November 2028, unless an early exit case applies. Prior to this date, you will be sent a reminder of the availability of your investment and of the redemption process.

At the expiry of the Lock-Up Period, you may request the redemption of your investment in cash (based on the share price established on the redemption date); alternatively, you may continue to hold your FCPE Units in the FCPE, at which time the units will no longer be subject to a lock-up restriction and may be redeemed at any time.

As noted above, your Shares representing the Matching Contribution will immediately be delivered to you at the end of the Lock-Up Period irrespective of any redemption request made by you during or after the Lock-Up Period.

Early exit cases

You may be able to request early redemption of the FCPE Units and exit from the Plan before the end of the Lock-up Period if an early exit case applies, as described below:

- 1) your marriage or entry into a civil partnership;
- 2) the birth or adoption of a child if you are already financially responsible for at least two children;
- 3) your divorce or any other judicial recognition of your separation or termination of a civil partnership, provided you retain custody of at least one child;
- 4) domestic violence committed against you by your spouse, partner, or civil partner, or your former spouse, former partner, or former civil partner;
- 5) your disability or the disability of your children, spouse, or civil partner;
- 6) your death or the death of your spouse or civil partner;
- 7) the termination of your employment contract;
- 8) using the investment towards the creation or takeover of a business by you or your child, spouse or civil partner;
- 9) using the investment for the acquisition or extension of your main residence;
- 10) your over-indebtedness (e.g. bankruptcy);
- 11) energy-efficiency renovation work on of your main residence;
- 12) the temporary suspension of your employment contract connected to a caregiving activity carried out by you for your relative;
- 13) purchase of an electric and/or hydrogen-powered vehicle.

The above is a summary of the current early exit cases permitted under French law.

Upon the occurrence of an early exit case listed above, should you wish to request redemption you must present your request to your employer, together with relevant justifications of the occurrence of the event. This information will be forwarded to the FCPE and your FCPE Units can redeemed shortly thereafter.

Securities Law Requirements

This document and the invitation to participate in the Plan made herein are addressed only to employees of the Exosens Group who are eligible to participate in the Plan.

The Plan is therefore designed to fall within Article 1.4(i) of Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”) and Article 1.4(i) of the UK Prospectus Regulation, which, in each case, provides for an exemption from producing a prospectus for employee offers (i.e. for securities offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking), provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment. The Information Brochure and this Local Supplement constitute the documents for the purposes of Article 1.4(i) of the EU Prospectus Regulation and the UK Prospectus Regulation.

Further information in relation to Exosens and its share price can be found on the website dedicated to ExoShare.

Securities Law Disclaimer

Neither this Local Supplement, nor the Information Brochure, nor any other material connected with the Plan, constitute a prospectus within the meaning of the EU Prospectus Regulation or the UK Prospectus Regulation and do not constitute an offer to the public in the European Economic Area or the United Kingdom within the meaning of the EU Prospectus Regulation or the UK Prospectus Regulation, as applicable.

Employment Law Disclaimer

Please note that this Plan is implemented by the company Exosens, not by your local employer.

The decision whether or not to include a class of beneficiaries in this or any future plan is made by Exosens at its sole discretion.

The Plan does not form part of your employment agreement and does not amend or supplement such agreement.

Benefits or payments that you may receive or be eligible for under the Plan will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you (including the calculation of the pensionable salary and in cases of termination of employment).

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Tax Information for Employees in the United Kingdom

*This summary sets out general principles in effect at the time of the Plan, that are expected to apply to employees who are and who shall remain, until the disposal of their investment (i) resident in the UK for the purposes of the tax laws of the UK and of the Convention concluded between France and the United Kingdom for the avoidance of double taxation (the "**Treaty**") and (ii) entitled to the benefits of the Treaty. The tax consequences listed below are described in accordance with UK tax laws and practices, certain French tax laws and practices and the Treaty, all of which are applicable at the time of the Plan. These principles and laws may change over time.*

The tax treatment that applies to you may be different from the regime described in this summary depending on your personal situation, and in particular if you are internationally mobile. This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive.

For definitive advice, employees should consult their own tax advisors regarding the tax consequences of participation to the Plan.

UPON SUBSCRIPTION

I. Will I be required to pay any tax or National Insurance contributions at the moment of subscription on the Discount and on the Matching Contribution?

i. Tax or National Insurance contributions on the Discount

Yes. As the Subscription Price for Exosens Shares will likely represent a discount to the market value of the Shares on the date of acquisition, the total amount of this discount will be subject to income tax and National Insurance contributions ("**NICs**") on the date you acquire the Shares for UK tax purposes (i.e. on the last day of the Subscription Period). The market value for these purposes is the closing listed share price on the last day of the Subscription Period (which may be different from the Reference Price), converted into pounds sterling using the exchange rate on that date.

The income tax and NICs due will be calculated at the rates set out below and recovered, in the first instance, as a deduction from your salary in the first practicable payroll run after the tax arises. Depending on the amount, direct reimbursement may be requested from you.

Please note that it is your responsibility to notify HM Revenue & Customs ("**HMRC**") through self-assessment if your earnings rise above £150,000 in a tax year (including as a result of participating in the Plan). HMRC will then address the change in your circumstances and agree how any additional tax may be paid.

Income tax rates for the tax year commencing 6 April 2025 are set out in the table below.

Different rates of up to 48% apply in Scotland.

Bands	Income tax rate
Up to £12,570	0%*
Over £12,570 - £50,270	20%
Over £50,270 - £125,140	40%
Over £125,140	45%

*You should be aware that if your adjusted net income for the tax year exceeds £100,000, the removal of this tax-free personal allowance means that you may pay a higher effective tax rate on earnings between £100,000 and £125,140.

Depending on your taxable income, the amount of your income tax liability may be initially calculated at a higher tax rate; however, this should be corrected in the following month's payroll.

Throughout the UK, employee's NICs will generally apply at 8% on earnings between the primary threshold (£1,048 per month) and the upper earnings limit (£4,189 per month) and at 2% thereafter.

ii. Tax or National Insurance contributions on the Matching Contribution

No. You will not be required to pay any tax or NICs on your Matching Contribution at the time of subscription in the UK.

iii. Will I be required to pay any tax and/or social security charges on the interest-free advance payment?

If you choose to pay for your subscription by monthly deductions from your salary, this will constitute an interest-free loan from your employer. If this loan (when taken together with all other interest-free loans outstanding in the tax year, including, without limitation, any transport season ticket loans from your employer) does not exceed £10,000 at any point in the tax year, there will be no tax consequences.

If your loan (or loans) exceed £10,000, the whole amount of such loan(s) (not just the amount over £10,000) will be treated as a beneficial loan for income tax purposes, and your employer will be required to report it to HMRC on your P11D declaration. The taxable amount would be the difference between the notional rate of interest applied by HMRC to the loan (currently 3.75% from 6 April 2025) and the rate of interest actually paid (which would be nil). Your employer will pay Class 1A NICs on the same amount.

If you receive a taxable beneficial loan(s) you will need to declare these on your self-assessment tax return and pay any income tax due (see below for more information on self-assessment).

DURING THE LIFE OF THE PLAN

II. Will I be required to pay any tax or National Insurance contributions on dividends?

Any dividends distributed by Exosens will be automatically reinvested by the FCPE "ExoShare" in Exosens shares (purchased on the market). New Units or fractions of Units will be issued to you.

i. Tax or National Insurance contributions in France

In the absence of a distribution to employees of the dividends received from Exosens, no withholding tax will be levied in France.

ii. Tax or National Insurance contributions in the UK

Despite reinvestment in the FCPE, the gross dividend, if any, will be taxed at 8.75% for Basic Rate taxpayers, 33.75% for Higher Rate taxpayers and 39.35% for Additional Rate taxpayers. However, there is an annual dividend tax exemption for all taxpayers in respect of the first £500 of dividends received from all sources for the tax year commencing 6 April 2025.

If your total annual dividend income from all sources exceeds the annual dividend tax exemption, dividends received under the offering should generally be reported under self-assessment on the "foreign" supplementary pages of the tax return. If you are not ordinarily required to complete a self-assessment tax return and your total dividends are less than £10,000 in the tax year, you can ask HMRC to collect any dividend income tax due through payroll by contacting the Income Tax: General Enquiries Helpline on 0300 200 3300 to change your tax code.

There are no NICs payable on dividends.

Reinvestment of the dividends in additional FCPE Units should not result in any additional income tax and NICs liability.

III. Will I be required to pay any tax or National Insurance contributions when, at the end of the Lock-Up Period (or in the event of an authorised early exit case), I receive the FCPE Units/Shares representing the Matching Contribution?

i. Tax in France

You will not be subject to income taxes in France on the settlement-delivery of the FCPE Units/Shares representing the Matching Contribution.

ii. Tax or National Insurance contributions in the UK

You will be required to pay income tax and employee's NICs on the value of the FCPE Units/Shares representing the Matching Contribution at your applicable marginal rate (see income tax and NIC rates set out in response to question Ii above, which may have changed by the time of settlement-delivery).

The income tax and NICs arising must be withheld and paid by your employing company to HMRC via PAYE in the first reasonably practicable payroll run after your FCPE Units/Shares are delivered. Your employing company will need to either deduct the income tax and employee NICs amount from your salary or arrange for a sale of sufficient FCPE Units/Shares on your behalf under the sell-to-cover mechanism and use the cash proceeds to fund these liabilities.

You should be aware that as a result of the way in which tax payments through the PAYE system are calculated, there may be an over-deduction of tax at the point of delivery of the FCPE Units/Shares when assessed on an annual basis. If this is the case, you will be able to make a tax reclaim through self-assessment.

If you have ceased employment with the Exosens Group when your income tax liability arises, your employing entity will fulfill its tax and social security obligations using the sell-to-cover mechanism and will deduct income tax and NICs at week one, month one rates (without the personal allowance) using the OT tax code. Depending on your total taxable income, you may then be liable to pay a further amount of income tax (or you may have to claim any overpaid tax) through self-assessment.

UPON REDEMPTION

IV. Will I be required to pay any tax or National Insurance contributions when, at the end of the Lock-Up Period (or in the event of an authorised early exit case), I ask to redeem my FCPE Units?

i. Tax in France

You will not be subject to income taxes in France on the gain, if any, realised on the redemption of your FCPE Units.

ii. Tax in the UK

If you redeem your FCPE Units for cash (whether at the end of the Lock-Up Period or later), this will be treated as a disposal for capital gains tax ("**CGT**") purposes. The amount of the gain is calculated as the cash proceeds you receive on redemption, less the average "base cost" of the underlying Shares.

For the FCPE Units purchased with your personal contribution and for the FCPE Units/Shares representing the Matching Contribution, the "base cost" will be (in general terms) calculated by reference to the market value of the underlying Shares in Pounds Sterling when the corresponding FCPE Units are acquired (i.e. at the end of the Subscription Period for FCPE Units/Shares purchased with your personal contribution and on settlement-delivery of the FCPE Units/Shares representing the Matching Contribution).

For any additional FCPE Units purchased with reinvested dividends, the "base cost" would generally be calculated by reference to the value of the dividends used to acquire the additional FCPE Units.

If you already hold other Exosens Shares/FCPE Units, complex CGT "pooling rules" may apply in determining the average base cost of your Exosens Shares/FCPE Units and you are advised to seek professional tax advice.

CGT will be payable on any capital gains you make, subject to your annual personal exemption. For the tax year commencing 6 April 2025, you are allowed to make £3,000 of capital gains from all sources before becoming subject to CGT. Any gain above this amount will be subject to CGT at a rate of, currently, 18% or 24% (for the tax year commencing 6 April 2025), depending on your total taxable income.

Capital gains are generally reported under self-assessment. You are strongly recommended to put aside enough money from the redemption of your FCPE Units to pay any CGT liability when the time comes. There are no NICs payable on capital gains. If you make a taxable capital gain but would not normally submit a self-assessment tax return, it is possible for you to declare your gains and pay the tax using HMRC's online "real time" Capital Gains Tax Service at <https://www.gov.uk/report-and-pay-your-capital-gains-tax>.

V. *Will I be required to pay any tax or National Insurance contributions if I do not choose immediately to request the redemption of my FCPE Units upon the expiration of the Lock-Up Period?*

In the ordinary course, no taxation or NICs should apply if you decide to keep your investment in the FCPE after the end of the Lock-Up Period. Any tax charges would be payable when you eventually choose to redeem your FCPE Units/Shares for cash (as set out in response to question IV. above). Any distributions of dividends made before you eventually redeem your investment would continue to be subject to tax (as set out in response to question II. above).

For definitive advice, you should consult your own tax advisor regarding the tax consequences if you do not choose immediately to redeem your investment upon the expiration of the Lock-Up Period.

REPORTING OBLIGATIONS

I. What are my reporting obligations with respect to the subscription, holding and redemption of the FCPE Units/Shares as well as the payment of dividends, as applicable?

You do not have any individual reporting obligations in respect of the acquisition of Exosens Shares/FCPE Units but your employer is obliged to inform HMRC of the acquisition of Shares/FCPE Units and the award of a right to receive Shares/FCPE Units representing the Matching Contribution under the Plan.

Where (i) any income tax is due in respect of dividends (on any amount in excess of the dividend exempt amount of, currently, £500 per tax year from all sources), (ii) your total earnings for a tax year exceed £150,000 (including as a result of participating in the Plan) or (iii) any capital gains tax is due (on any amount in excess of the annual CGT personal exemption of, currently, £3,000 per tax year from all sources), you will be required to complete a self-assessment tax return (unless, in relation to dividends or CGT, you are able, and choose, to pay your tax through your tax code/online as described above). If your proceeds on redemption exceed £50,000 and you are required to complete a self-assessment tax return for other reasons, you will need to include details in your tax return (even if you have no CGT to pay).

Tax returns in paper form (which can be downloaded from HMRC's website) must be submitted by 31 October following the tax year end (and HMRC will calculate your tax for you if your return is submitted by this date). Alternatively, you may file your tax return electronically up to 31 January in the calendar year following the end of the relevant tax year (and the online system will automatically calculate your tax for you).

If you need to submit a self-assessment tax return but do not normally do so, you must register with HMRC for self-assessment by 5 October following the end of the tax year in respect of which you need to submit the tax return.

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