

Statutory Auditors' Report on the issuance of ordinary shares and securities giving access to the share capital with retention of shareholders' preferential subscription rights

June 10, 2025 General Meeting
8th, 11th and 13th resolutions

Grant Thornton
Auditor

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92200 Neuilly-sur-Seine

The Blockchain Group
Public limited company
€3,735,377.96 capital

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92800 Puteaux

BCRH & Associés
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To the shareholders,

In our capacity as Statutory Auditors of your Company and pursuant to the mission provided for in Article L. 228-92 of the French Commercial Code, we hereby present our report on the proposed delegation to the Board of Directors, with the option to sub-delegate to any person legally authorized, of its authority to proceed, on one or more occasions, in France or abroad, in such proportions and at such times as it deems appropriate, with the issuance, with retention of shareholders' preferential subscription rights, of shares as well as any other securities, including free allocation of share subscription warrants, giving access to the share capital of the Company or of any company directly or indirectly holding more than half of its share capital, or in which it directly or indirectly holds more than half of the share capital, such shares having the same rights as existing shares, subject to their dividend entitlement date, it being specified that, in the case of a capital increase through the free allocation of shares, fractional allotment rights shall neither be negotiable nor transferable, and the corresponding equity securities shall be sold, with the proceeds of such sales to be allocated to the holders of the rights within the period provided for by applicable regulations, for a maximum nominal amount of €500,000,000 or the euro equivalent on the date of the issuance decision, it being specified that:

- This amount shall be charged against the overall ceiling set forth in the 13th resolution and that this overall nominal amount does not take into account any adjustments that may be made pursuant to applicable legal and regulatory provisions, and where applicable, to contractual stipulations providing for other adjustment cases to preserve the rights of holders of securities or other rights giving access to the share capital;
- This ceiling shall not apply to debt securities whose issuance may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-1, L. 228-40, L. 228-92 paragraph 3 and L. 228-93 paragraph 6 of the French Commercial Code, the operation on which you are asked to vote.

The nominal amount of debt securities that may be issued under this delegation may not exceed €10,000,000,000 or the equivalent of this amount in foreign currencies or in any unit of account established by reference to several currencies. This amount shall be charged against the overall ceiling set forth in the 13th resolution.

This amount may be increased by up to 15% under the conditions set forth in the 11th resolution.

Based on its report, your Board of Directors proposes that you delegate to it, for a period of 26 months, the authority to decide on one or more issuances under this resolution. If applicable, it will determine the final terms and conditions of the issuance(s).

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code. It is our responsibility to express an opinion on the accuracy of the financial information derived from the financial statements and on certain other information relating to the issuance provided in that report.

We carried out the due diligence we considered necessary in accordance with the professional standards of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to this engagement. These procedures consisted in verifying the content of the Board of Directors' report on the transaction and the methods for determining the issue price of the capital securities to be issued.

As the Board of Directors' report does not specify the methods used to determine the issue price of the capital securities to be issued, we are unable to give an opinion on the choice of the elements used to calculate the issue price.

Since the final conditions under which the issuances would be carried out have not been set, we do not express an opinion on such conditions.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue an additional report, where applicable, when this delegation is used by your Board of Directors.

Neuilly-sur-Seine and Paris, May 26, 2025

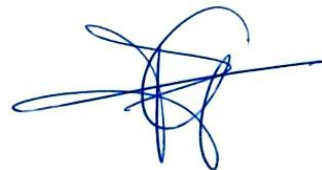
Statutory auditors

Grant Thornton
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International

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Samuel Clochard
Partner

BCRH & Associés
Member of PKF Arsilon

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Paul Gauteur
Partner