

## EMPLOYEE SHAREHOLDING OFFER

### VALLOUREC INVEST 2026

#### TERMS AND CONDITIONS - USA

Vallourec S.A. ("**Vallourec**") offers me to participate in *Vallourec Invest 2026*, an offer to subscribe for Vallourec shares (the "**Offer**"). By participating in the Offer, I acknowledge that I have read and accept the following terms and conditions (the "**Terms and Conditions**").

I hereby state that I have read the documents relating to the Offer in particular the brochure information relating to the Offer (the "**Brochure**"), the regulations of the International Employee Shareholding Plan (the "**IESOP**") as well as the Country Supplement specific to the USA (the "**Country Supplement**"), made available to the beneficiaries of the Offer on the Offer communication website: <https://invest2026.vallourec.com>.

#### Subscription process

I have the possibility to directly acquire Vallourec ordinary shares by making a voluntary and personal payment (the "**Personal Contribution**"), within the framework of the Offer, subject to being eligible and complying with all the conditions mentioned in these Terms and Conditions.

#### Eligibility

I hereby state I am eligible to participate in the Offer as, on the last day of the Subscription Period, (i) I am an employee of a subsidiary of Vallourec held at more than 50% by Vallourec having its registered office in the USA, (ii) with a length of service of at least three months, on a continued basis or not, between January 1<sup>st</sup>, 2025 and the last day of the Subscription Period, April 3<sup>rd</sup> 2026.

All persons meeting the above-mentioned criteria can participate unless such participation would be not permitted due to applicable rules and regulations.

Pursuant to provisions of Regulation (EU) n°833/2014 and Regulation (EC) n°765/2006, as amended (which is applicable to the French issuer, Vallourec), the Offer is not made to Russian nationals and persons residing in Russia, nor to Belarussian nationals and persons residing in Belarus, except (i) in case of Russian nationals, if those persons are nationals of a EU Member State, of a country member of the European Economic Area or Switzerland, or have a temporary or permanent residence permit in a EU Member State, a country member of the European Economic Area or in Switzerland and (ii) in case of Belarussian nationals, if those persons are nationals of a EU Member State or have a temporary or permanent residence permit in a EU Member State. Consequently, I hereby confirm that this restriction does not apply to me.

#### Subscription Price

I duly note that the subscription price of a Vallourec share is equal to the average of the daily volume-weighted average prices (VWAP) of the Vallourec share observed on the Euronext Paris stock market during the twenty trading days preceding the decision of the Chairman and Chief Executive Officer, acting upon delegation by the Board of Directors of Vallourec, setting up the opening date of the Subscription Period, minus a 20 % discount and rounded up to the highest hundredth of a euro (the "**Subscription Price**").

The Subscription Price should be paid in euro. Consequently, I understand that the amount of my investment will be converted in Euro using the exchange rate applicable on March 19, 2026. This exchange rate will be maintained until the date of issuance of shares, but not thereafter.

Any taxes, brokerage fees, transaction costs and other expenses applicable to the remittances of proceeds abroad related to my investment will be borne by my employer. Similar expenses arising from the repatriation of proceeds to USA due to the redemption of my assets shall be paid by me.

During the life of my investment, the value of my assets will be affected by fluctuations in the currency exchange rate between the Euro currency and the Dollar. As a result, if the value of the Euro currency strengthens relative to the value of the Dollar, the value of my assets expressed in Dollars will increase. On the other hand, if the value of the Euro currency weakens relative to the value of the Dollar, the value of my assets expressed in Dollars will decrease.

### **Indicative timetable of the Offer**

Subscription Price Fixing: March 19, 2026

Subscription Period: from March 23 to April 3, 2026 inclusive

I duly note that if I hold inside information within the meaning of Article 7 of Regulation (EU) No 596/2014 of 16 April 2014 on market abuse ("**MAR**"), I am bound by strict compliance with the provisions of MAR and will therefore not be able to subscribe during the subscription period if it coincides with the period during which I am registered on a section of the insiders list and until notification of the effective closure of any section on which I am potentially registered.

Capital increase completion: April 29, 2026.

### **Matching Contribution**

By investing in the Offer, I benefit from a matching contribution from my employer of 100% of my Personal Contribution within the limit of €100 (the "**Matching Contribution**").

The Matching Contribution may be subject to taxes and social security contributions, as described in the Country Supplement. Taxes and social security contributions due by me will be withheld from my first salaries of June 2026, by my employer in accordance with applicable local legislation.

### **Investment ceilings**

My Personal Contribution must be at least equal to the Subscription Price of one share. If my Personal Contribution is less than this amount, my participation in the Offer would not be taken into account.

Furthermore, my Personal Contribution must correspond to a whole number of shares.

The amount of my Personal Contribution must not exceed 25% of my estimated gross annual remuneration for 2026. The Matching Contribution is excluded from the calculation.

### **Payment Method**

I have duly read the "*Payment Method*" section of the Country Supplement mentioned above.

### **Payment default**

In the event of default in payment, I will remain liable to Vallourec for the amount of my subscription.

I acknowledge and accept that, subject to applicable law, Vallourec, or my employer (or former employer if I left the Vallourec group) acting on its behalf, may redeem, without prior notice, all my shares subscribed in the Offer. The proceeds of this sale will be allocated, in whole or in part, to the reimbursement of my non-payment, up to the maximum amount of my Personal Contribution. If the sale proceeds are sufficient to cover the sums due, I will receive the remaining balance of the sale proceeds, if any.

However, if the sale proceeds are insufficient to cover the amounts due, I will remain in debt to Vallourec for the corresponding amount. Vallourec and my employer (or former employer if I left the Vallourec group) acting on its behalf reserve the right to take any action against me to recover the unpaid sums, and I hereby authorize Vallourec and my employer (or former employer if I left Vallourec group) to deduct them from my salary in compliance with the applicable legal requirements.

### **Tax and social security contributions**

Information regarding the applicable tax treatment to my participation in the Offer is provided in the Country Supplement.

I acknowledge that I am aware of the tax consequences that may apply as a result of my participation in the Offer, and I undertake full responsibility for these tax and social security consequences. I acknowledge that I am liable to my employer for any amount that my employer may have to advance on my behalf in respect of tax and/or social security contributions. I authorize my employer to withhold these amounts from my salary or from any other amount due to me, provided such withholding complies with applicable local regulations.

### **Reporting requirements**

My shares are held in a securities account maintained by a French financial institution and accordingly, certain reporting requirements apply. These reporting requirements are described in the Country Supplement. I acknowledge that I am aware, and that I undertake full responsibility of the reporting requirements that may apply as a result of my participation in the Offer.

### **Reduction in case of oversubscription**

For the Offer to meet the requirements of the exemption from the registration afforded by Rule 701 under the Securities Act, the amount of shares sold in the United-States during any consecutive twelve-month period by Vallourec and its affiliates in reliance to Rule 701 is being limited to USD 10 million (the "**US Maximum Amount**"). I am aware that the requests in US may be reduced by using the reduction rules described below to ensure that the US Maximum Amount is not exceeded.

Furthermore, in accordance with the decision of the Board of Directors of Vallourec dated December 10, 2025, the total number of shares that may be issued under the Offer is limited to 1,788,055 shares.

If the subscription requests in the context of the Offer exceed the number of shares allocated to the Offer, individual subscriptions will be reduced according to the following rule:

- An individual subscription ceiling will be determined (including the employer's matching contribution) using the capping method. This method consists of progressively reducing the highest subscriptions until the level is reached that enables the total number of shares in the Offer envelope to be served;
- Individual subscriptions below or equal to this ceiling will be fully served;
- Individual subscriptions above this ceiling will be served up to this ceiling.

The amount of my subscription will therefore take into account the reduction, if any.

### **Lock-up period**

The capital increase is scheduled on April 29, 2026. From that date, I will hold Vallourec shares, which will be subject to a lock-up period of two years, i.e., until April 28, 2028 inclusive, subject to the early release cases listed in the Country Supplement.

### **Disclaimer**

Vallourec shares are listed on Euronext Paris.

My investment in the Offer will follow the upward and downward performance of the Vallourec share. I am therefore at risk of the full amount of my investment in the Offer, which is not guaranteed if the share price decreases.

Vallourec's latest published Universal Registration Document containing the financial statements, as well as important information, on the business, governance, and risk factors, is available on the company's website. I duly note that Vallourec is not intended to advise me on investment or taxation.

The Offer is made on the initiative of Vallourec S.A., not by my local employer, and is independent of my employment agreement or offer letter. My participation in the Offer is completely voluntary and does not give rise to any contractual entitlement to continued employment. The Offer does not constitute a right to participate in similar transactions, and there is no obligation for Vallourec S.A. to launch new offerings in subsequent years. The shares subscribed in the Offer will not constitute salary for the purposes of any retirement or other benefit plans, nor for the purposes of calculating any severance or similar payments that may be due to me in connection with my employment relationship with my local employer.

#### **Securities law notice**

The shares offered hereby will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under any state securities laws, and neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities or passed on the adequacy or accuracy of these Terms and Conditions or any other documents delivered to you in connection with the Offer. Any representation to the contrary is a criminal offense.

The shares are offered pursuant to exemptions provided by the Securities Act, and certain state securities laws and certain rules and regulations promulgated pursuant thereto. The securities may not be sold, transferred, or otherwise disposed of within the United States in the absence of an effective registration statement under the Securities Act or an exemption from the registration requirements under the Securities Act and applicable state securities laws.

#### **Rule 701**

The Offer is a "compensatory benefit plan" within the meaning of Rule 701(c)(2) under the Securities Act and Vallourec will be relying on the exemption from registration under the Securities Act provided by such Rule 701, and, with respect to certain employees who qualify as accredited investors, Vallourec may choose to rely on a different exemption from registration. These Terms and Conditions of the Offer, the Country Supplement, the Rules of the IESOP and Brochure collectively constitute the plan document for purposes of Rule 701. These documents are made available to me on the Offer website <https://invest2026.vallourec.com>.

#### **Processing of personal data**

The personal information collected for the implementation of the Offer is subject to the data protection law applicable in your jurisdiction and to the provisions of the French law No. 78-17 of January 6, 1978, as amended, relating to data processing, data files, and individual liberties, and of the EU Regulations (2016/679) of the European Parliament and of the Council of April 27, 2016, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data<sup>1</sup>, and in accordance with the chapter relating to *Employees' Data Protection* of the internal regulations of Vallourec.

I am informed of the use of the information contained in this participation form in the context of computer processing of data by:

- Vallourec, as data controller of the Offer;
- Banque Transatlantique, in its capacity as account holder of the shares subscribed for in the framework of the IESOP.

The legal basis for the processing is Vallourec's legitimate interest to offer group employees the opportunity to participate in the Offer and the execution of the subscription contract of the shares for the Offer, to which I am a party, and operations resulting therefrom. All personal data required during my subscription is mandatory and necessary to my participation in the Offer. If I do not provide some of this information, my request will not be taken into account.

This information will be processed for my subscription request, to meet legal requirements, including regulatory and tax obligations, linked to the Offer implementation, and to manage my investment until the sale of my shares. My personal data may, in particular, be processed by Vallourec, Banque Transatlantique or by any services provider mandated by Vallourec.

---

<sup>1</sup> The French and European Union regulations are applicable since the Offer is made by Vallourec S.A., a French company.

My personal data will be retained by Vallourec and Banque Transatlantique for the time required for the implementation of the Offer and to manage the IESOP, at least until the sale of all my shares, and subsequently for archiving purposes until the expiry date of the prescription period for any possible dispute.

I have noted that I have a right to access, modify and rectify, or erase (after the sale of all my shares within IESOP), as well as the right to request or oppose the limitation of the treatment, the right to portability of data, the right to define guidelines for the retention, erasure, and disclosure of my personal data after my death by contacting Vallourec.

Each personal data protection officer may also be contacted at the following email addresses:

- For Vallourec: [data.protection@vallourec.com](mailto:data.protection@vallourec.com);
- For Banque Transatlantique: MONSIEUR LE DÉLÉGUÉ À LA PROTECTION DES DONNÉES, 63 chemin Antoine Pardon, 69814 TASSIN CEDEX.

I also note that I have the right to lodge a complaint to the French data protection authority, addressed by mail to the CNIL – or by mail on the site: [www.cnil.fr](http://www.cnil.fr), or to the relevant data protection authority in my jurisdiction.

I declare that I keep a copy of this document for my personal records.