

# BALO

## BULLETIN DES ANNONCES LEGALES OBLIGATOIRES



Direction de l'information  
légale et administrative

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### Notice of meeting

**PLANISWARE**

Société anonyme with share capital of 7,002,400 euros  
Registered office: 200, avenue de Paris - 92320  
Châtillon 403 262 082 R.C.S. NANTERRE  
(the "**Company**")

**NOTICE PRIOR TO MEETING**

The Company's shareholders are informed that a Combined General Meeting will be held on **19 June 2025 at 9 a.m.** at the Company's registered office 200, avenue de Paris - 92320 Châtillon (the "**Meeting**").

The Meeting is called to vote on the following agenda:

**Agenda**

**Ordinary :**

1. Approval of the parent company financial statements for 2024,
2. Approval of the consolidated financial statements for the year ended 2024,
3. Appropriation of net profit for 2024 financial year and payment of dividend,
4. Approval of the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L. 225-38 et seq. of the Commercial Code,
5. Amendment of the current term of of Mrs Laurianne Le Chalony to reduce its duration by three years, subject to conditions precedent and with effect from the renewal of her term of office,
6. Renewal of the Director's mandate of Laurianne Le Chalony,
7. Amendment of the current term of office Mrs Deborah Choate to reduce its duration by three years, subject to conditions precedent and with effect from the renewal of her term of ,
8. Renewal of the Director's mandate of Deborah Choate,
9. Amendment of the current term of office of Mrs Meriem Riadi to reduce by two years, subject to conditions precedent and with effect from the renewal of her term of office at the Annual General Meeting called to approve the financial statements for the year ended 31 December 2025,
10. Amendment of the current term of office Mr Yves Humblot to reduce it by one year, subject to conditions precedent and with effect from the renewal of his term of office at the Annual General Meeting called to approve the financial statements for the year ending 31 December 2025,
11. Approval of the information relating to the remuneration of corporate officers in respect of the 2024 financial year referred to in Article L. 22-10-9, I of the French Commercial Code contained the corporate governance report (overall *ex post say on pay*),
12. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the 2024 financial year or awarded in respect of the same financial year to Mr Pierre Demonsant, Chairman of the Board of Directors,

13. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the 2024 financial year or awarded in respect of the same financial year to Mr Loïc Sautour, Chief Executive Officer,
14. Approval of the remuneration policy applicable to members of the Board of Directors for the 2025 financial year,
15. Approval of the remuneration policy applicable to the Chairman of the Board of Directors in respect of the 2025 financial year,
16. Approval of the remuneration policy applicable to the Chief Executive Officer in respect of 2025 financial year,
17. Authorisation for the Board of Directors to trade in the Company's shares,

**Extraordinary :**

18. Authorisation for the Board of Directors to reduce the share capital by cancelling treasury shares,
19. Delegation of authority to the Board of Directors to decide increase the Company's capital ordinary shares and/or securities giving immediate or future access to the capital and/or debt securities, with pre-emptive subscription rights,
20. Delegation of authority to the Board of Directors to decide increase the Company's capital by ordinary shares and/or securities giving immediate or future access to the capital and/or debt securities, without pre-emptive subscription rights, by offer other than the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code and/or as consideration for securities in a public exchange offer,
21. Delegation of authority to the Board of Directors to decide increase the Company's capital issuing ordinary shares and/or securities giving immediate or future access to the capital and/or debt securities without pre-emptive subscription rights, by means of an offer governed by 1° of Article L. 411-2 of the French Monetary and Financial Code,
22. Authorisation to be given to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive subscription rights,
23. Authorisation to be granted to the Board of Directors to issue shares and/or securities giving immediate or future access to shares to be issued by the Company in consideration contributions in kind consisting of equity securities or securities giving access to the capital,
24. Delegation of authority to the Board Directors decide to increase the share capital by capitalisation of premiums, reserves, profits or any other amounts,
25. Delegation of authority to the Board of Directors decide to increase the Company's capital ordinary shares and/or securities giving immediate or future access to the capital, without pre-emptive subscription rights, reserved for members of savings plans,
26. Delegation of authority to the Board of Directors decide to increase the Company's capital shares and/or securities giving immediate or future access to the capital, without pre-emptive subscription rights, reserved for a category persons (foreign employees of the Group, of any UCITS or entity or banking establishment or entity affiliated such an establishment, as part of the implementation of employee share ownership plans),
27. Authorisation to be given to the Board of Directors to allocate free existing shares or shares to be issued to some or all of the 's employees and/or corporate officers,

28. Overall ceiling on the amount of capital increases carried out pursuant to the 19<sup>th</sup> to 23<sup>rd</sup> and 25<sup>th</sup> to 27<sup>th</sup> resolutions of this General Meeting,
29. Amendment of Article 15.2 of the Company's Articles of Association in order to benefit from the flexibility offered by Law no. 2024-537 of 13 June 2024 aimed increasing the financing companies and the attractiveness France (known as the "Law  
The "Attractiveness" Charter sets out the procedures for decision-making by the Board Directors,

**Ordinary :**

30. Powers for formalities.

## TEXT OF DRAFT RESOLUTIONS

### Resolutions submitted to the Ordinary General Meeting

#### **First resolution** *(Approval of the parent company financial statements for the 2024 financial year)*

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report, including the Corporate Governance Report and the Sustainability Report, and the Auditors' Reports, approves in their entirety, the aforementioned reports, the parent company financial statements for the year ended 31 December 2024, including the balance sheet, income statement and notes, as presented, which show a net profit of 45,067,917 euros, and the transactions reflected these financial statements and summarised in these reports.

#### **Second resolution** *(Approval of the consolidated financial statements for the year ended 2024)*

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report, including the Corporate Governance Report and the Sustainability Report, and the Auditors' Reports, approves in their entirety, the aforementioned reports, the consolidated financial statements for year ended 31 December 2024, including the balance sheet, income statement and notes, as presented, which show a consolidated profit attributable to the Group of 42,729,259 euros, as well as transactions reflected these financial statements and summarised in these reports.

#### **Third resolution** *(Appropriation of net income for the 2024 financial year and payment of the dividend)*

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, records that the net profit of the Company for the year ended 31 December 2024 is 45,067,917 euros, that the legal reserve 693,910 euros and that the other reserves account is 92,809,046 euros, and resolves to allocate the distributable profit, corresponding to the profit for the year, less any previous losses and amounts to be transferred to reserves in accordance the law and the Articles of Association plus any retained earnings, as follows:

	<b>In euro(s)</b>
Net profit for 2024 financial year	45 067 917
Other reserves 2024	92 809 046
Total	137 876 963
Legal reserve	6 330
Other reserves	116 163 193
Dividends	21 704 440
Retained earnings 2025	0
Total	137 876 963

The total amount of the distribution referred to above is calculated on the basis of the number of shares entitled to dividends at 31 December 2024, i.e. 70,024,000 shares, and may vary if the number shares entitled to dividends changes between 1 January 2025 and the ex-dividend date, depending in particular on the number of shares held in treasury (not taken into account in the number dividend-paying shares at 31 December 2024), as well the definitive allotment of free shares (if the beneficiary is entitled to the dividend in accordance with the provisions of the relevant plans).

The dividend is set at €0.31 per share for each of the 70,024,000 shares entitled to dividends.

The shares will go on 24 June 2025 and dividend will be payable from 26 June 2025. In the event that the Company holds any of its own shares when the dividend is paid, the sums corresponding to dividends not paid in respect of these shares will be allocated to retained earnings.

The dividend mentioned above is before any tax and/or social security deductions that may apply to the shareholder depending on his or her own situation. Dividends paid to individuals domiciled in France for tax purposes are automatically subject to a single flat-rate withholding tax (PFU) on the gross dividend at a flat rate of 12.8% (article 200 A of the French General Tax Code), or by express and irrevocable annual option, income using the progressive scale after allowance (article 200 A, 2. and 158, 3., 2° of the French General Tax Code). This option, which is global and applies to all income within the scope of the PFU, must be exercised when the return is filed, at the latest by the tax return deadline. The dividend is also subject to social security deductions at the rate of 17.2%. The part of the social security contributions relating to the CSG payable on dividends when they are taxed on the progressive income tax scale is, up to 6.8 points, deductible from the taxable income for the year in which it is paid (article 154 quinquies, II of the French General Tax Code).

Taxpayers whose reference tax income exceeds certain thresholds are subject to the exceptional contribution on high incomes (CEHR) at a rate of 3% or 4%, depending on the case, in accordance with article 223 sexies of the French General Tax Code (Code général des impôts) and, where applicable, to the new differential contribution on high incomes (CDHR) designed to ensure that a minimum of the reference tax income provided for article 1417, IV-1° of the French General Tax Code is subject to income tax in accordance with article 224 of the French General Tax Code (Code général des impôts). Shareholders, whatever their situation, should consult their usual tax advisor.

In accordance with the law, the General Meeting notes that the following dividends were paid in respect of the three financial years prior to 2024:

Information on dividends and other income distributed in respect of the last three financial years				
At year	For for the	Income eligible for the 40% allowance		Income not eligible for the allowance (in euros)
		Dividends (in euros)	Other distributed income (in euros)	
2020		10 220 100	0	0
2022		15 612 975	0	0
2023		20 817 300	0	0

**Fourth resolution** (*Approval of the Statutory Auditors' special report on regulated agreements and commitments by Articles L. 225-38 et seq. of the French Commercial Code*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Auditors' Special Report on agreements and commitments governed by Articles L. 225-38 et seq. of the Commercial Code, approves said Special Report and notes no agreements not already submitted to the vote of the General Meeting were entered into during year ended 31 December 2024.

**Fifth resolution** (*Amendment of the current term of office of Mrs Laurianne Le Chalony to reduce it by three years, subject to conditions precedent and with effect from the renewal of her term of office*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Corporate Governance Report, resolves to amend the current term of office as Director of Laurianne Le Chalony to reduce it by three years, so that it will expire at the close of this General Meeting, subject to the condition precedent that her term of office as Director will be renewed at this General Meeting.

**Sixth resolution** (*Renewal of the term of office of Mrs Laurianne Le Chalony as Director*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Corporate Governance Report, resolves to reappoint Laurianne Le Chalony as a Director of the Company for term of four years, expiring at the close of the Annual General Meeting called to approve the financial statements for the year ending 31 December 2028, with effect from the close of this General Meeting.

**Seventh resolution** (*Amendment of the current term of office of Mrs Deborah Choate to reduce it by three years, subject to conditions precedent and with effect from the renewal of her term of office*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Corporate Governance Report, resolves to amend the current term of office as Director of Deborah Choate to reduce it by three years, so that it will expire at the close of this General Meeting, subject to the condition precedent that her term of office as Director will be renewed at this General Meeting.

**Eighth resolution** (*Renewal of the term of office of Mrs Deborah Choate as Director*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Corporate Governance Report, resolves to reappoint Deborah Choate as a Director of the Company for term of four years, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2028, with effect from the close of this General Meeting.

**Ninth resolution** (*Amendment of the current term of office of Mrs Meriem Riadi to reduce it by two years, subject to conditions precedent and with effect from the renewal of her term of office at Annual General Meeting called to approve the financial statements for the year ended 31 December 2025*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Corporate Governance Report, resolves to amend the current term of office of Mrs Meriem Riadi, reducing it by two years so that it expires at the close of the General Meeting of the Company's shareholders called to approve the financial statements for the year ended 31 December 2025, subject to and with effect from the renewal of her term of office as director for a further four years, which is to be put to the vote at the same General Meeting.

**Tenth resolution** (*Amendment of the current term of office of Mr Yves Humblot to reduce by one year, subject to conditions precedent and with effect from the renewal of his term of office at the Annual General Meeting called to approve the financial statements for the year ended 31 December 2025*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report and the Corporate Governance Report, resolves to amend the current term of office of Mr Yves Humblot so as to reduce by one year, so that it will expire at the close of General Meeting of the Company's shareholders called to approve the financial statements for year ending 31 December 2025, subject to the condition precedent and with effect from the renewal of his term of office as director for a further four years, which is to be put to the vote at the same General Meeting.

**Eleventh resolution** *(Approval of the information relating to the remuneration of corporate officers in respect of the 2024 financial year referred to in Article L. 22-10-9, I of the French Commercial Code contained in the corporate governance report (say on pay ex post global))*

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Report on Corporate Governance referred to Article L. 225-37 of the Commercial Code, approves, in accordance Article L. 22-10-34, I of the French Commercial Code, the information referred to in article L. 22-10-9, I of the French Commercial Code, as presented in sections 3.3.2.2, 3.3.2.4, 3.3.2.6, 3.3.2.7 and 3.3.3.2 of the corporate governance report in chapter 3 of the 2024 universal registration document.

**Twelfth resolution** *(Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the 2024 financial year or awarded in respect of the same financial year to Mr Pierre Demonsant, Chairman of the Board of Directors)*

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Report on Corporate Governance referred to Article L. 225-37 of the Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the 2024 financial year or awarded in respect of the 2024 financial year to Mr Pierre Demonsant, Chairman of the Board Directors, as presented in sections 3.3.2.2, 3.3.2.5 and 3.3.2.6 of the corporate governance report in Chapter 3 of the 2024 universal registration document.

**Thirteenth resolution** *(Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the 2024 financial year or awarded in respect of the same financial year to Mr Loïc Sautour, Chief Executive Officer)*

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Report on Corporate Governance referred to Article L. 225-37 of the Commercial Code, approves, to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the 2024 financial year or awarded in respect of the 2024 financial year to Mr Loïc Sautour, Executive Officer, presented in sections 3.3.2.4, 3.3.2.5 and 3.3.2.7 of the corporate governance report in Chapter 3 of the 2024 universal registration document.

**Fourteenth resolution** *(Approval of the remuneration policy applicable to members of the Board of Directors in respect of the 2025 financial year)*

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Report on Corporate Governance referred to Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the remuneration policy applicable to members of the Board Directors in respect of 2025 financial year, as presented in the following sections 3.3.1 and 3.3.3.1 of the Corporate Governance Report in Chapter 3 of the Universal 2024 Registration Document.

**Fifteenth resolution** *(Approval of the remuneration policy applicable to the Chairman of the Board of Directors in respect of the 2025 financial year)*

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the Report on Corporate Governance referred to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8, II of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board Directors in respect of the 2025 financial year, as presented the following sections 3.3.1 and 3.3.2.1 of the Corporate Governance Report in Chapter 3 of the Universal 2024 Registration Document.



**Sixteenth resolution** (*Approval of the remuneration policy applicable to the Chief Executive Officer in respect of the 2025 financial year*)

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, having reviewed the Corporate Governance Report referred to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8, II of the French Commercial Code, the remuneration policy applicable to the Chief Executive Officer in respect of the 2025 financial year, as presented in sections 3.3.1 and 3.3.2.3 of the Corporate Governance Report in Chapter 3 of the Universal 2024 Registration Document.

**Seventeenth resolution** (*Authorisation to be given to the Board of Directors to trade in the Company's shares*)

The General Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Directors' Report, authorises the Board of Directors, with the option to sub-delegate under the conditions laid down by law, in accordance with the provisions of Articles L. 225-210 et seq. and L. 225-211 et seq. of the French Commercial Code, to take any action it deems appropriate in accordance with the law.

L. 22-10-62 et seq. of the French Commercial Code, to purchase or arrange for the purchase of shares in the Company, in particular with a view to :

1. stimulation of the secondary market or liquidity of the Company's shares by an investment services provider under a liquidity contract that complies with the accepted market practice established by the Autorité des marchés financiers (as amended from time to time); or
2. the implementation of any Company stock option in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code.  
L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code or any similar plan; or
3. the allotment or sale of shares to employees as part of their profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) under the conditions laid down law, in particular Articles L. 3332-1 et seq. of the French Labour Code, as well as any other share ownership plan for employees and managers of the Company and its subsidiaries; or
4. the allocation of free shares under the terms of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code; or
5. generally, to honour obligations relating to stock option or other allocations of shares to employees or officers of the Company or an associated undertaking; or
6. the delivery of shares on the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or in any other way; or
7. cancelling all or some of the shares purchased, in accordance the authorisation granted or to be granted by the Extraordinary General Meeting; or
8. the delivery of shares (in exchange, payment or otherwise) in connection acquisitions, mergers, demergers or asset-for-share exchanges.

This programme is also intended to enable the implementation of any market practice that may be permitted by the Autorité des marchés financiers, and more generally, the completion of any other transaction in accordance with the regulations in force. In such a case, the Company will inform its shareholders by means of a press release.

The Company may purchase a number shares such that, at the date of each purchase, the total number of shares purchased by the Company since the start of the share buyback programme (including those purchased under the programme) does not exceed 10% of the shares comprising the Company's share capital at that date (taking into transactions affecting the share capital subsequent to the date of this General Meeting), i.e., for information purposes, a buyback ceiling of 7,002,400 shares on the basis a share capital comprising 70,024,000 shares at 31 December 2024, it being specified that

(i) the number shares acquired with a view to their retention and subsequent delivery connection with a transaction merger, demerger or contribution may not exceed of its share capital; and (ii) when shares are bought back to promote liquidity under the conditions defined by the General Regulations of the Autorité des Marchés Financiers, the number of shares taken into account for the calculation of the limit set out above corresponds to the number shares purchased, the number shares resold during the term of the authorisation. In accordance with the law, the number shares held on any given date may not exceed of the Company's share capital at that date.

Shares may be acquired, sold or transferred any time within the limits authorised by the laws and regulations in force, except during the period of a public offer, by any means, including on regulated markets, multilateral trading facilities, with systematic internalisers or, including by block purchases or sales (including off-market), by public tender or exchange offer, or by the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, with systematic internalisers or over-the-counter, or by delivery of shares following issue of securities giving access to the Company's capital by conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment services provider, or in any other way (without limiting the portion of the buyback programme that may be carried out by any of these means).

maximum purchase price shares under this authorisation will be 55 euros (or the equivalent value of this amount on the same date in any other currency or monetary unit established reference to several currencies), excluding acquisition costs. This maximum price will apply only to acquisitions decided on or after the date of this General Meeting and not to forward transactions entered into pursuant to an authorisation granted by a previous General Meeting and providing for the acquisition shares after date of this General Meeting.

The General Meeting delegates to the Board of Directors the power to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, bonus share issue, stock split or reverse stock split, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting the share capital or shareholders' equity, in order to take account of the impact of such transactions on the value of the share.

The maximum amount of funds available for the share programme authorised above is set at €385,132,000 (or the equivalent of this amount in any other currency on the buyback dates).

The General Meeting confers full powers on the Board of Directors, with the option of sub-delegation under the conditions permitted by law, to decide on and implement the present authorisation, to specify, if necessary, the terms and conditions, carry out the buy-back programme, and in particular to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the objectives pursued in accordance with the applicable legal and regulatory conditions, set the terms on which any rights of holders securities giving access to the share capital or other rights giving access to the share capital will be preserved in accordance with legal and regulatory provisions and, where applicable, any contractual stipulations providing for other cases of adjustment, make any declarations to the Autorité des Marchés Financiers and any other competent authority and carry out any other formalities and, in general, do all that is necessary in such matters.

This authorisation is given for a period eighteen months from the date of this General Meeting. This authorisation terminates the authorisation granted to the Board Directors by twelfth ordinary resolution of the General Meeting of 15 April 2024.

### **Resolutions submitted to Extraordinary General Meeting**

**Eighteenth resolution** (*Authorisation to be given to the Board of Directors to reduce the share capital by cancelling treasury shares*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Auditors' Special Report, authorises the Board of Directors to reduce the share capital, one or more occasions, in the proportions and at the times it sees fit, by cancelling any number treasury shares it decides within the limits authorised by law, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code.

On the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four period preceding the said cancellation, including the shares cancelled, may not exceed 10% of the shares making up the Company's share capital at that date, i.e., for information purposes, on the basis of a share capital 70,024,000 shares at 31 December 2024, ceiling 7,002,400 shares; it being specified that this limit applies to an amount of Company's share capital that be adjusted to take of transactions affecting the Company's share capital subsequent to this General Meeting.

The General Meeting confers full powers on the Board Directors, with the option of sub-delegation within the limits permitted by law, to carry out the cancellation(s) and capital reduction(s) that may be carried out by virtue of this authorisation, deduct the difference between the repurchase value of the cancelled shares and their par value from the premiums and available reserves of its choice, allocate the fraction of the legal reserve that has become available as a result of the capital reduction, amend the Articles of Association accordingly, carry out all formalities and, generally, do all that is necessary in such matters.

This authorisation is granted for a period twenty-six months from the date of this General Meeting and cancels, with effect from the date of this General Meeting, any portion of any previous authorisation having the same purpose.

**Nineteenth resolution** (*Delegation of authority to the Board of Directors to decide to increase the Company's capital by ordinary shares and/or securities giving immediate or future access to the capital and/or debt securities, with pre-emptive subscription rights*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles

L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134, L. 22-10-49 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board Directors, with powers to subdelegate within the law, its authority to decide to increase the share capital, with pre-emptive rights retained, one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, for valuable consideration or free of charge, by issuing (i) ordinary shares in the Company and/or (ii) securities giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the capital the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, including equity securities giving entitlement to the allotment of debt securities;
2. resolves that the subscription may be paid up cash, offsetting debts, by capitalising reserves, profits or additional paid-in capital;
3. resolves to set the following limits on the amounts of increases authorised in the event that the Board Directors makes use of this authorisation:
  - the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation is set 2 million euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being stipulated that this amount will be deducted from the overall ceiling stipulated in the twenty-eighth resolution of this General Meeting or, where applicable, any overall ceiling stipulated by a resolution of the same nature that may supersede said resolution during the period of validity of this authorisation;
  - to these ceilings shall be added, where applicable, the nominal amount of shares to be issued in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases adjustment;
4. in the event that the Board of Directors makes use of this authorisation:
  - resolves that issue(s) will be reserved on a priority basis for shareholders, who will be able to subscribe on an irreducible basis in proportion to the number of shares they hold at the time;
  - notes that the Board of Directors will have the option of introducing a reducible subscription right;
  - formally notes that the decision to issue securities giving access to the capital in accordance with this delegation of authority shall entail the waiver by shareholders, in favour of the holders of such securities, of their pre-emptive right to subscribe for shares and/or securities giving access to the capital to which such securities will give immediate or future entitlement;

- formally notes that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire capital increase, the Board Directors may use, under the conditions provided for law and in the order it shall determine, one or other of the following options:
    - freely allocate all or part of the unsubscribed shares ;
    - offer all or part of the unsubscribed shares to the public, on the French market or abroad;
    - in general, to limit the issue to the amount of subscriptions, within the limits provided for by the applicable laws and regulations;
  - decides that issues of warrants to subscribe for shares in the Company may also be made by free allocation to owners of existing shares, it being specified that the Board of Directors will have the option of deciding that rights to fractional shares will not be negotiable and that the corresponding securities will be sold in accordance with the applicable legal and regulatory provisions;
5. resolves that the Board Directors will have full powers, which it may in turn delegate under the conditions laid down by law, to implement this delegation authority, and in particular to :
- decide to issue the securities referred to in 1. of this authorisation;
  - decide the amount of the issue, the issue price and the amount the premium that may be requested issue or, if applicable, the amount of the reserves, profits or premiums that may be incorporated into the capital;
  - determine the dates and terms of issue and the nature, number and characteristics of the securities to be created;
  - in particular, in the event of the issue of debt securities, decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest or zero coupon or indexed interest rate) and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the of guarantees or sureties) and redemption (including redemption by delivery Company assets); where applicable, these securities may include option for the Company to issue debt securities (whether fungible or not) in payment of interest, the payment of which may have been suspended by the Company, or take the form of complex bonds as defined by the stock market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or options); amend, during the life of the securities concerned, the above terms, in compliance with the applicable formalities;
  - determine the method of paying up the shares to be issued immediately or in the future;
  - set, where applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital or to the allotment of debt securities and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the capital increase;
  - set the terms and conditions under which the Company will have the option, where applicable, purchase or exchange on the stock market, at any time or during specific periods, the giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
  - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance legal and regulatory provisions;
  - at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums required to fund the legal reserve;
  - determine and make any adjustments to take account of the impact of transactions affecting the 's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, capital increase by capitalisation of reserves, profits or premiums, bonus share issue, a stock-split or a reverse stock-split.

consolidation of securities, distribution of dividends, reserves or premiums or of any other assets, amortisation of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure, in accordance with legal and regulatory provisions and, where applicable, with contractual provisions providing for other cases of adjustment, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including way of adjustments in cash);

- record the completion of each capital increase and amend the Articles of Association accordingly;
  - generally, enter into any agreement, in particular to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorisation for exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;
6. notes that, should the of Directors make use of the authorisation granted in this , it will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the authorisations granted in this resolution;
7. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
8. sets the period of validity of the delegation of authority covered this resolution at twenty-six months from the date this General Meeting;
9. formally notes that this authorisation effect from this day any unused portion of any previous authorisation having the same purpose.

**Twentieth resolution** (*Delegation of authority to the Board Directors to decide increase the 's share capital by issuing ordinary shares and/or securities giving immediate or future access to the share capital and/or debt securities, without pre-emptive subscription rights, by public offer other than the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code and/or as consideration for securities in a public exchange offer*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles

L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 and of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within law, its authority to decide to increase the share capital, without pre-emptive subscription rights, by public offer other than the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established reference to more than one currency, with or without a premium, for valuable consideration or free of consideration, by issue (i) ordinary shares in the Company and/or (ii) giving access to the Company's share capital, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, including equity securities giving entitlement to allotment of debt securities. These securities may in particular be issued as consideration for securities contributed to the Company as part of a public exchange offer made in France or abroad in accordance with local rules (for example, as part of a reverse merger or a scheme of arrangement of the Anglo-Saxon type) for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code;
2. delegates to the Board of Directors, with powers to subdelegate within the law, its authority to decide on the issue of securities by companies in which the Company directly or indirectly holds more than half of the share capital, and formally notes that this decision shall automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for such securities in favour of the holders of such ;

3. decides that the subscription may be paid up in cash, offsetting debts and/or by incorporating reserves, profits or premiums;
4. resolves to set the following limits on the amounts of capital increases authorised in the event that the Board of Directors makes use of this authorisation:
  - the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation is set 0.7 million euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling provided for in the twenty-eighth resolution of this General Meeting or, where , any overall ceiling provided for by a resolution of the same nature that may supersede said resolution during the period of validity of this authorisation;
  - to these ceilings shall be added, where applicable, the nominal amount of shares to be issued in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases adjustment;
5. resolves to waive shareholders' pre-emptive rights to subscribe for the securities covered by this resolution, while allowing the Board of Directors, pursuant to Article L. 22-10-51 of the Commercial Code, grant shareholders, for a period and on terms to be determined by the Board of Directors in accordance with the applicable laws and regulations and for all or part of an issue, a priority subscription period which does not give rise to the creation of negotiable rights and which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by reducible subscription, it being stipulated that shares not subscribed for in this way may offered to the public in France or abroad;
6. resolves that if subscriptions, including those of shareholders, if any, do not absorb the entire issue, the Board of Directors may use one or other of the following options, in accordance with the law and in the order it sees fit:
  - freely allocate all or part of the unsubscribed shares,
  - in general, to limit the issue to the amount of subscriptions, within the limits provided for by the applicable laws and regulations;
7. formally notes that the decision to issue securities giving access to the capital in accordance with this authorisation will automatically entail the waiver shareholders, in favour of the holders of these securities, of their pre-emptive right to subscribe to the shares and/or securities giving access to the capital to which these securities will give immediate or future entitlement;
8. decides that :
  - the issue price of the ordinary shares to be issued shall be at least equal to (i) the weighted average of the prices quoted for the last three trading sessions on the regulated market of Euronext Paris prior to the start of the public offering, less a maximum discount of where applicable; or (ii) the minimum provided for by the regulatory provisions applicable on the issue date, after correction this average, where applicable, in the event of a difference between the dividend entitlement dates and after taking account, in the event of the issue of autonomous share warrants, of the issue price of the said warrants;
  - the issue price of the securities giving access to the capital and the number shares to which the conversion, redemption or generally the transformation of each security giving access to the capital may give entitlement, shall be such that the amount received immediately by the Company, plus, where applicable, any amount that may be received subsequently by it, shall be, for each share issued as a result of issue of these , at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board Directors will have full powers, which it in turn delegate under the conditions laid down by law, to implement this delegation authority, and in particular to :
  - decide issue the securities referred to in 1. of this authorisation;
  - decide the amount of the issue, the issue and the amount the premium that may be requested on issue or, if applicable, the amount of the reserves, profits or premiums that may be incorporated into the capital;

- determine the dates and terms of issue and the nature, number and characteristics of the securities to be created;
- in the event of the issue debt securities, decide whether they should be subordinated or not (and, if so, their subordination, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable rate interest or zero coupon or indexed interest) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or securities) and redemption (including redemption by delivery Company assets); where applicable, these securities may provide for the to issue debt securities (whether or not fungible) in payment of interest, the payment of which may have been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities ( example, because of their redemption or remuneration terms or other rights such as indexation or options); and to amend, during the life of the securities concerned, the terms referred to above, compliance with the applicable formalities;
- determine the method of paying up the shares to be issued immediately or in the future;
- set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital or to the allotment of debt securities and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the capital increase;
- set the terms and conditions under which the Company will have the option, where applicable, purchase or exchange on the stock market, at any time or during specific periods, the giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
- provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
- in the event of an issue of securities as consideration for securities tendered in connection with a public offer with an exchange component (public exchange offer), draw up the list of securities tendered in exchange, set the terms of the issue, the exchange ratio and, where applicable, the amount of the cash balance to be paid without the price determination procedures provided for in this resolution being applicable, and determine the terms of the issue in connection with, either a public exchange offer, an alternative offer to purchase or exchange shares, or a single offer purchase or exchange the shares in question against payment shares and cash, or a takeover bid or public exchange offer on a principal basis, accompanied by a public exchange offer or takeover bid on a subsidiary basis, or any other form of public offer in accordance with the laws and regulations applicable to the said public offer;
- at its sole discretion, deduct the costs of the capital increases from the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
- determine and make any adjustments to take account of the impact of transactions involving Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, capital increase by capitalisation of reserves, profits or premiums, bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, a capital redemption or any other transaction affecting the share capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital or other rights giving access to the share capital are preserved, in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations providing for other cases of adjustment (including way of cash adjustments);
- record the completion of each capital increase and amend the Articles of Association accordingly;
- generally, enter into any agreement, in particular to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorisation for exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;

10. notes that, should the of Directors make use of the powers delegated to it in this resolution, will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the authorisations granted in this resolution;
11. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
12. sets the period of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this General Meeting;
13. formally notes that this authorisation cancels effect from this day any unused portion of any previous authorisation having the same purpose.

**Twenty-first resolution** (*Delegation of authority to the Board of Directors to decide to increase the Company's capital by ordinary shares and/or securities giving immediate or future access to the capital and/or debt securities, without pre-emptive subscription rights, by means of an offer governed by 1° of Article L. 411-2 of the French Monetary and Financial Code*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-52 and L. 228-91 et seq. of the French Commercial Code.

commerce and Article L. 411-2, 1° of the French Monetary and Financial Code :

1. delegates to the Board Directors, with powers to subdelegate within the law, its authority to decide to increase the Company's share capital, without pre-emptive subscription rights, by means of a public offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, for valuable consideration or free of charge, by issuing
  - (i) ordinary shares in the Company and/or
  - (ii) securities giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation a warrant or any other means, to the share capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, including equity securities giving entitlement to the allotment of debt securities ;
2. delegates to the Board Directors, with powers to subdelegate within the law, its authority to decide on the issue of securities by companies in which the Company directly or indirectly holds more than half of the share capital, and formally notes that this decision shall entail the waiver by shareholders of their pre-emptive rights to subscribe for such securities in favour of the holders of such securities;
3. decides that subscriptions may be paid up cash, by offsetting receivables and/or by capitalising reserves, profits or share premiums;
4. resolves to set the following limits on amounts of capital increases authorised in the event that the Board Directors makes use of this authorisation:
  - the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation is set 0.7 million euros or the equivalent in any other currency or monetary unit established by reference several currencies, it being stipulated that this amount will be deducted from the overall ceiling stipulated in the twenty-eighth resolution of this General Meeting or, where applicable, from the overall ceiling stipulated by any similar resolution that may said resolution during the period of validity of this authorisation;
  - in any event, issues of equity securities carried out pursuant to this authorisation shall not exceed the limits provided for by the regulations applicable on the date of issue (currently 30% of the share capital per year); and
  - to these ceilings shall be added, where , the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing other cases of adjustment;



5. resolves to cancel shareholders' pre-emptive rights to subscribe for the shares covered by this resolution;
6. resolves that if subscriptions, including those of shareholders, if any, do not absorb the entire issue, the Board of Directors may use one or other of the following options, in accordance with the law and in the order it sees fit:
  - freely allocate all or part of the unsubscribed shares,
  - in general, to limit the issue to the amount of subscriptions, within the limits provided for by the applicable laws and regulations;
7. formally notes that the decision to issue securities giving access to the capital in accordance with this authorisation will automatically entail the waiver shareholders, in favour of the holders of such securities, of their pre-emptive rights to subscribe for the shares and/or securities giving access to the capital to which they will give immediate or future entitlement;
8. decides that :
  - the issue price of the ordinary shares to be issued shall be at least equal to (i) the weighted average of the prices quoted over the last three trading sessions on the regulated market of Euronext Paris prior to the start of the public offering, less a maximum discount of where applicable; or (ii) the minimum provided for by the applicable regulations on the day of the issue, after correction of this average, where applicable, in the event of a difference between the dates of entitlement to dividends and after taking account, in the event of the issue of stand-alone share warrants, of the issue price of the said warrants;
  - the issue price of securities giving access to the Company's capital and the number shares to which the conversion, redemption or, more generally, the conversion of each security giving access to the Company's capital may give entitlement, shall be such that the amount immediately received by the Company, plus any amount that subsequently be received by the Company, for each share issued as a result of the issue of these securities, is at least equal to the minimum subscription price defined in the preceding paragraph;
9. resolves that the Board Directors will have full powers, which it in turn delegates under the conditions laid down by law, to implement this delegation authority, and in particular to :
  - decide to issue the securities referred to in point 1 of this authorisation;
  - decide the amount of the issue, the issue and the amount the premium may be requested on issue or, if applicable, the amount of the reserves, profits or premiums that may be incorporated into the capital;
  - determine the dates and terms of issue and the nature, number and characteristics of the securities to be created;
  - in the event of the issue of debt securities, decide whether they should be subordinated or not (and, so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, compulsory or optional cases of suspension or non-payment interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may include an option for the Company to issue debt securities (whether fungible or not) in payment of interest, the payment of which may have been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, because of their redemption or remuneration terms or other rights such as indexation or options); and amend, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
  - determine the method of paying up the shares to be issued immediately or in the future;
  - set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital or to allotment of debt and, in particular, set the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the capital increase;

- set the terms and conditions under the Company will have the option, where applicable, purchase or exchange on the stock market, at any time or during specific periods, the securities giving access to the capital with view to cancelling them or not, taking into account the legal provisions;
  - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance legal and regulatory provisions;
  - at its sole discretion, charge the costs of the capital increases against the amount of the premiums thereto and deduct from this amount the sums necessary to fund the legal reserve;
  - determine and any adjustments take account of the impact of transactions involving the Company's share capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase by capitalisation of reserves, profits or premiums, a bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, a capital redemption or any other transaction affecting the share capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital or other rights giving access to the share capital are preserved (including by means of cash adjustments), in accordance with legal and regulatory provisions and, where applicable, any contractual provisions providing other cases adjustment;
  - record the completion of each capital increase and amend the Articles of Association accordingly;
  - generally, enter into any agreement, in particular to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorisation and for the exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;
10. notes that, should the Board of Directors make use of the authorisation granted in this , it will report to the next Ordinary General Meeting, in accordance with law and regulations, on the use made of the authorisations granted in this resolution;
11. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
12. sets the of validity of the delegation of authority covered this resolution at twenty-six months from the date of this General Meeting;
13. formally notes that this authorisation with effect from this day any unused portion of any previous authorisation having the same purpose.

**Twenty-second resolution** *(Authorisation to be given to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive subscription rights)*

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance Article L. 225-135-1 of the French Commercial Code :

1. authorises the Board Directors, with powers to subdelegate within the law, to decide to increase the number shares to be issued in the event of an increase in the Company's share capital, with or without pre-emptive subscription rights, at the same price as that used for the initial issue, within the time periods and limits provided for by the regulations applicable on the issue date (, thirty days of the close of the subscription period and up to a limit of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices and within the limits set by the General Meeting;
2. resolves that the maximum nominal amount of the capital increases decided this resolution will be deducted from the amount of the ceiling applicable to the initial issue and from the amount of the overall ceiling provided for the twenty-eighth resolution of this General Meeting or, the case may be, any overall ceiling provided for by a resolution of the same nature which may supersede said resolution during period of validity of this authorisation;

3. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this authorisation from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
4. sets the period of validity of the authorisation granted under this resolution at twenty-six months the date of this General Meeting;
5. formally notes that this authorisation cancels with effect from this day any unused portion of any previous authorisation for the same purpose.

**Twenty-third resolution** (*Authorisation to be given to the Board Directors to issue shares and/or securities giving immediate or future access to shares to be issued by the Company as consideration contributions in kind consisting of equity securities or securities giving access to the capital*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 et seq of the French Commercial Code :

1. authorises the Board of Directors, with powers to subdelegate within the , to carry out a capital increase, on one or more occasions, by issuing (i) ordinary shares in the Company and/or (ii) new shares in the Company.  
(ii) securities giving access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies in which the Company directly or indirectly owns more than half of the share capital, including equity securities giving entitlement to the allotment of debt securities, with a view to remunerating contributions in kind granted to Company and consisting of equity securities or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the Commercial Code do not apply;
2. resolves to set the following limits on the amounts of capital increases authorised if the Board of Directors uses this authorisation:
  - the maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorisation is set at 10% of the share capital, adjusted to take of transactions affecting the share capital subsequent to this General Meeting, it being stipulated that this amount will be deducted from the overall ceiling provided for in the twenty-eighth resolution of this General Meeting or, where applicable, from any overall ceiling provided for by a similar resolution that may supersede said resolution during the period of validity of this authorisation;
  - in any event, issues of shares and securities giving access to the capital under this authorisation will not exceed the limits set by the regulations applicable on the date of issue (currently 20% of the capital); and
  - to these ceilings shall be added, where applicable, the nominal amount of shares to be issued in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases adjustment;
3. formally notes that the decision to issue securities giving access to the capital in accordance with this authorisation will entail the waiver by shareholders, in favour of the holders of such securities, of their pre-emptive right to subscribe for the shares and/or securities giving access to the capital to which such securities will give immediate or future entitlement;
4. resolves that the Board Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorisation, and in particular to :
  - decide issue the securities referred to in 1. of this authorisation in consideration for the contributions ;
  - draw up a list of the equity securities and securities giving access to the capital contributed, approve the valuation of the contributions, set the terms of issue of the shares and/or securities remunerating the , as well as the amount of any balancing payment to be made, approve the granting of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the remuneration of the special benefits;
  - determine the terms and characteristics of shares and/or securities remunerating the contributions and amend, during the life of these , the said terms and characteristics in compliance with the applicable formalities;

- set the terms and conditions under which the Company will have the option, where applicable, purchase or exchange on the stock market, at any time or during specific periods, the giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
  - at its sole discretion, deduct the costs of the capital increases from the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
  - determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, capital increase by capitalisation of reserves, profits or premiums, bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, a capital redemption or any other transaction affecting the share capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital or other rights giving access to the share capital are preserved including by means cash adjustments), in accordance with legal and regulatory provisions and, where applicable, any contractual provisions providing for other cases of adjustment;
  - record the completion of each capital increase and amend the Articles of Association accordingly;
  - in general, enter into any agreement, in particular to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued to this authorisation for the exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;
5. notes that, should the Board of Directors use the authorisation granted to it in this resolution, the report of the contributions auditor, if one has been drawn up in with Articles L. 225-147 and L. 22-10-53 of the French Commercial Code, will be brought to its attention at the next General Meeting;
6. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this authorisation from the date on which a third party makes a public offer for the Company's shares until the end of the offer period;
7. sets the of validity of the authorisation granted under this resolution at twenty-six months from the date this Meeting;
8. formally notes this authorisation cancels with effect from this day unused portion of any previous authorisation for the same purpose.

**Twenty-fourth resolution** (*Delegation of authority to the Board of Directors to decide to increase the share capital by capitalising premiums, reserves, profits or any other amounts*)

The General Meeting, under the conditions by Ordinary Meetings as to quorum and majority, having been of the of Directors' report and in accordance with Articles L. 225-129-2, L. 225-130 and L. 225-146 of the French Commercial Code L. 22-10-50 of the French Commercial Code :

1. delegates to the Board of Directors, with powers to subdelegate within law, its authority to decide increase the share capital on one or more occasions, in the proportions and at the times it sees fit, by capitalising premiums, reserves, profits or any other sums that may be capitalised under the law and the Company's bylaws, by issuing new shares or increasing the par value of existing shares, or by a combination of these two methods;
2. resolves to set the following limits on the amounts of capital increases authorised in the event that the Board of Directors makes use of this authorisation:
  - the maximum nominal amount of the capital increases that may be carried out pursuant to this authorisation may not exceed 50 million euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this maximum amount is autonomous and will not be deducted from the overall ceiling provided for in the twenty-eighth resolution of this General Meeting or, where applicable, from the ceilings provided for by resolutions of the same nature that may supersede said resolutions during the period of validity of this authorisation;

- to this ceiling shall be added, where applicable, the nominal amount shares to be issued to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital, in accordance with legal or regulatory provisions and, where applicable, contractual stipulations providing other cases adjustment;
3. in the event that the Board Directors makes use of this delegation of authority, delegates to the latter all powers, with the option of sub-delegation under the conditions laid down by law, to implement this delegation of authority, in particular for the purpose of :
- determine the amount and nature of the sums to be , set the number new shares to be issued and/or the amount by which the par value of existing shares is to be increased, set the date, which may be retrospective, from which the new shares will carry dividend rights or the date on which the increase in the par value of existing shares will take effect;
  - decide, in the event of the free allotment of , that fractional rights will be neither negotiable nor transferable and that the corresponding shares will be sold in accordance with the terms and conditions determined by the Board of Directors, it being stipulated that the sale and distribution of the proceeds from the sale must take place within the period set the applicable laws and regulations and that the shares allotted under this authorisation on the basis of existing shares carrying double voting rights will carry double voting rights from the date of issue;
  - determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, capital increase by capitalisation of reserves, profits or premiums, bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, a capital redemption or any other transaction affecting the share capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital or other rights giving access to the share capital are preserved including by means cash adjustments), in accordance with legal and regulatory provisions and, where applicable, any contractual provisions providing for other cases of adjustment;
  - record the completion of each capital increase and amend the Articles of Association accordingly;
  - generally, enter into any agreement, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;
4. sets the period of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this General Meeting;
5. formally notes that this authorisation cancels effect from this day any unused portion of any previous authorisation having the same purpose.

**Twenty-fifth resolution** (*Delegation of authority to the Board of Directors to decide to increase the Company's capital by ordinary shares and/or securities giving immediate or future access to the capital, without pre-emptive subscription rights, reserved for members of savings plans*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq of the French Commercial Code and Articles L. 3332-18 to L. 3332-24 of the French Labour Code:

1. delegates to the Board of Directors, with powers to subdelegate within law, its authority to decide increase the share capital without pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference more than one currency, with or without a premium, for consideration or free of consideration, by issuing (i) ordinary shares in the Company and/or (ii) securities giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the Company's share capital and/or to debt securities in the Company, reserved members of one or more employee savings plans (or any other plan for members of such plans), or (iii) securities giving immediate or future access, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the Company's share capital and/or to debt securities in the Company, reserved for members of one or more employee savings plans (or any other plan for members of such plans).

- 2025 which Articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) set up within a French or foreign company or group of companies included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code, it being specified that this resolution may be used for the purposes of implementing leveraged formulae;
2. resolves to set the following limits on the amounts of capital increases authorised in the event that the Board of Directors makes use of this authorisation:
    - the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation is set at 1% of the share capital on the date of the Board of Directors' decision, it being stipulated that this amount will be deducted from the overall ceiling stipulated in the twenty-eighth resolution of this General Meeting or, where applicable, from any overall ceiling stipulated by any similar resolution that may supersede said resolution during the period of validity of this authorisation;
    - to these ceilings shall be added, where applicable, the nominal amount of shares to be issued in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases adjustment;
  3. resolves that the issue price of the new shares or securities giving access to the capital will be determined in accordance with Articles L. 3332-18 et seq. of the French Labour Code and will be at least equal 70% of the Reference Price (as this term is defined below) or 60% of the Reference Price where the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years (it being specified the levels of discount mentioned this paragraph may be modified in event of changes to the regulations in force). For the purposes of this paragraph, the "**Reference Price**" refers to the weighted average of the prices quoted for the Company's shares on the regulated market of Euronext Paris during the twenty trading sessions preceding the date of the decision by the Board of Directors or its delegate setting the opening date of the subscription period for members of a company or group savings plan (or similar plan);
  4. expressly authorises the Board of Directors, if it sees fit, to reduce or eliminate the above-mentioned discount to the Reference Price, within the legal and regulatory limits, in order take into account, in particular, the legal, accounting, tax and social security regimes applicable locally;
  5. authorises the Board Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital, shares or giving access to the capital to be issued or already issued, by way of substitution for all or part of the discount to the Reference Price and/or the employer's contribution, it being understood that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
  6. resolves to waive shareholders' pre-emptive rights to subscribe for the shares covered by this resolution in favour of the beneficiaries indicated above, said shareholders waiving, in the event of a free allotment to the beneficiaries indicated above of shares or securities giving access to the capital, any right to said shares or securities giving access to the capital, including to the portion of reserves, profits or premiums incorporated into the capital, by reason of the free allotment of said shares made on the basis of this resolution;
  7. authorises the Board of Directors, under the terms of this authorisation, to sell shares to members of a company or group savings plan (or similar plan) as provided for Article L. 3332-24 of the French Labour Code, it being stipulated that sales of shares made at a discount members one or more of the employee savings plans referred to this resolution will be deducted up to the nominal amount of the shares thus sold from ceilings referred to in 2 above;
  8. resolves that the Board Directors, with powers to subdelegate within the law, will have full powers to implement this delegation of authority, and in particular to :
    - decide to issue the securities referred to in 1. of this authorisation;
    - decide the amount of the issue, the issue price and the amount the premium that may be requested issue or, if applicable, the amount of the reserves, profits or premiums that may be incorporated into the capital;
    - determine the dates and terms of issue and the nature, number and characteristics of the securities to be created;

- draw up, in accordance with the law, the list of companies whose beneficiaries indicated above may subscribe to the shares or securities giving access to the capital thus issued and, where applicable, benefit from the shares or securities giving access to the capital allocated free of charge;
- decide that subscriptions may be made directly by beneficiaries who are members of a company or group savings plan (or similar plan), or through company funds or other structures or entities permitted by applicable laws and regulations;
- determine the conditions, in particular length of service, to be met by beneficiaries of capital increases;
- in the event of the issue of debt securities, to set all the terms and conditions of such securities (in particular whether or not they are for a fixed term, whether or not they are subordinated and their remuneration) and to amend, during the life of such securities, the terms and conditions referred to above, in compliance with the applicable formalities;
- set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital or to the allotment of debt securities and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the capital increase;
- set the terms and conditions under which the Company will have the option, where applicable, purchase or exchange on the stock market, at any time or during specific periods, the giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
- provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance legal and regulatory provisions;
- set the amounts of the issues to be carried out pursuant to this authorisation and, in particular, determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and entitlement to dividends of the securities (even retroactively), the reduction rules applicable the event of oversubscription the other terms and conditions of the issues, within the legal and regulatory limits in force;
- in the event of the free allotment of shares or securities giving access to the capital, set the type and number of shares or securities giving access to the capital to be issued, as well as their terms and characteristics, the number to be allotted to each beneficiary, and set the dates, deadlines, determine the nature, number of shares or securities giving access to the capital to be issued, as well as their terms and characteristics, the number to be allocated to each beneficiary, and set the dates, deadlines, terms and conditions for allocating these shares or securities giving access to the capital within the legal and regulatory limits in force and, in particular, choose either to substitute the allocation these shares or securities giving access to the capital, in whole or in part, for the discounts to the Reference Price provided for above, or to deduct the equivalent value of these shares or securities from the total amount of the employer's contribution, or to combine these two options;
- at its sole discretion, deduct the costs of the capital increases from the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
- determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, capital increase by capitalisation of reserves, profits or premiums, bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, a capital redemption or any other transaction affecting the share capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital or other rights giving access to the share capital are preserved, in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations providing for other cases of adjustment (including way of cash adjustments);
- in the event of the issue new shares, deduct, where appropriate, from reserves, profits or share premium, the sums required to pay up said shares;
- record the completion of each capital increase and amend the Articles of Association accordingly;

- generally, enter into any agreement, in particular to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorisation for exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;
9. sets the period of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this General Meeting;
10. formally notes that this authorisation cancels with effect from this day any unused portion of any similar authorisation.

**Twenty-sixth resolution** (*Delegation of authority to the Board of Directors to decide to increase the Company's capital by shares and/or securities giving immediate or future access to the capital, without pre-emptive subscription rights, reserved for a category of persons (foreign employees of the Group, of any UCITS or entity or banking establishment or entity affiliated to such an establishment, in connection with the implementation of employee share ownership)*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors Report and the Statutory Auditors Special Report, and in accordance with Articles L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial Code :

1. takes note of the fact in certain countries legal or tax difficulties could make it difficult to implement employee share ownership schemes carried out directly or through a mutual fund (employees, early retirees or retired employees and corporate officers referred to Articles L. 3332-1 and L. 3332-2 of the Labour Code of companies in the Planisware Group whose registered office is located one of these countries and employees, early retirees or retired employees of companies in the Group residing in these same countries are hereinafter referred to as "**Foreign Employees**", the "**Group**" consisting of the Company and the French or foreign companies included in the scope of consolidation of the Company's accounts pursuant articles L. 3344-1 et seq. of the French Labour Code) and that the implementation for benefit of certain Foreign Employees of alternative formulas to those offered to French residents who are members of one of the employee savings plans set up by one of the Group's companies may prove desirable;
2. delegates to the Board of Directors, with powers to subdelegate within law, its authority to increase the share capital, without pre-emptive subscription rights, one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or currency unit established reference to more than one currency, with or without premium, for valuable consideration or free of charge, through the issue of (i) ordinary shares in the Company and/or (ii) securities giving access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the Company's capital and/or to debt securities in the Company, reserved for the following category of beneficiaries: (a) Foreign Employees, (b) UCITS or other entities, with or without legal personality, for employee shareholding invested in securities of the Company unitholders or shareholders will Foreign Employees, and/or (c) any banking institution or entity controlled by such an institution within meaning of article L. 233-3 of the French Commercial Code, acting the Company's request to implement a structured offer to Foreign Employees with an economic profile comparable to an employee share ownership scheme that would be implemented as part of a capital increase carried out pursuant to the twenty-fifth resolution;
3. resolves to set the following limits on the amounts of capital increases authorised in the event that the Board of Directors makes use of this authorisation:
  - the maximum nominal amount of capital increases that may be carried out this authorisation is set at 1% of the share capital on the date of Board Directors' decision, it being stipulated that this amount will be deducted (i) from the overall ceiling stipulated in the twenty-eighth resolution of this General Meeting, (ii) from the ceiling stipulated in section 2 of the twenty-fifth resolution or, where applicable, any ceilings stipulated by resolutions of the same nature that may supersede these resolutions during the period of validity of this authorisation;
  - to these ceilings shall be added, where , the nominal amount of shares to be issued to preserve the rights of holders securities giving access to the capital or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing other cases of adjustment;



4. resolves to waive shareholders' pre-emptive rights to subscribe for the shares covered by this resolution in favour of the aforementioned categories of beneficiaries;
5. resolves that this delegation of authority may be used solely for the purposes set out in paragraph 1 this resolution;
6. resolves that the issue price of the new shares or securities giving access to the capital to be issued under this authorisation will be set by the Board Directors on the basis of the 's share on the regulated market of Euronext Paris; this price will be equal (i) the average of the closing prices quoted for the 's shares over the twenty trading days preceding the date of the decision setting the opening date subscription to the corresponding capital increase carried out under this resolution, less a maximum discount of 30%, or (ii) alternatively, in the case of a transaction carried out as part of a global employee share ownership plan set up in France and abroad, at the price set by the Board of Directors or its delegate on the day of the decision setting the opening date for the subscription to the corresponding capital increase carried out pursuant to the twenty-fifth resolution of this General Meeting;
7. resolves that the Board of Directors, with powers to subdelegate as permitted by law, will have full powers to implement this delegation of authority, and in particular to :
  - decide to issue the securities referred to in point 2 of this authorisation;
  - draw up the list of beneficiaries of the waiver of pre-emptive subscription rights within the category defined above, together with the number of shares or securities giving access to the capital to be subscribed by each of them;
  - set, if applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital or to the allotment of debt securities and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the capital increase;
  - set the terms and conditions under which the Company will have the option, where applicable, purchase or exchange on the stock market, at any time or during specific periods, the giving access to the capital with a view to cancelling them or not, taking into account the legal provisions;
  - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance legal and regulatory provisions;
  - set the amounts of the issues to be carried out pursuant to this authorisation and, in particular, determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and entitlement to dividends of the securities (even retroactively), the reduction rules applicable the event of oversubscription the other terms and conditions of the issues, within the legal and regulatory limits in force;
  - determine and make any adjustments to take account of the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, capital increase by capitalisation of reserves, profits or premiums, bonus issue of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, a capital redemption or any other transaction affecting the share capital or shareholders' equity (including in the event of a public offer and/or a change of control), and to set any other terms and conditions to ensure that the rights of holders of securities giving access to the share capital or other rights giving access to the share capital are preserved including by means cash adjustments), in accordance with legal and regulatory provisions and, where applicable, any contractual provisions providing for other cases of adjustment;
  - record the completion of each capital increase and amend the Articles of Association accordingly;
  - at its sole discretion, deduct the costs of the capital increases from the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
  - generally, enter into any agreement, in particular to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorisation for exercise of the rights attached thereto and, more generally, do all that is necessary in such matters;

8. sets the period of validity of the authorisation granted under this resolution at eighteen months from the date of this General Meeting;
9. formally notes that this authorisation cancels with effect from this day any unused portion of any previous authorisation having the same purpose.

**Twenty-seventh resolution** (*Authorisation to be given to the Board Directors to allocate free existing shares or shares to be issued to employees and/or corporate officers of the Group or to some of them*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code :

1. authorises the Board Directors, with powers to subdelegate to the extent permitted by law, to make free allocations, on one or more occasions, of existing shares or shares to be issued (with the exception of preference shares), to beneficiaries or categories of beneficiaries to be determined by the Board from among the employees of the Company or of companies or groupings affiliated to it under the conditions set out Article L. 225-129 of the French Commercial Code.  
L. 225-197-2 of the French Commercial Code and corporate officers of the Company or of companies or groupings affiliated to it.  
are related and meet the conditions set out in Article L. 225-197-1, II and L. 22-10-59 of the said Code, under the conditions defined below;
2. resolves that the existing shares or shares to be issued under this authorisation may not represent more than 2% of the Company's share capital on the date of the Board Directors' decision, it being stipulated that the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation will be deducted from the overall ceiling set out in the twenty-eighth resolution of this General Meeting or, as the case may be, from the overall ceiling that may be set out in a similar resolution that may succeed said resolution during the term of validity of this authorisation, where applicable, on any overall ceiling set by a resolution of the same nature that may supersede said resolution during the period of validity of this authorisation, and that in any event, the total number of free shares allotted may not exceed the limits set by Articles L. 225-197-1 et seq. of the French Commercial Code. To these ceilings shall be added, where applicable, the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment;
3. resolves that, for each financial year, the total number of existing shares or shares to be issued under this authorisation granted to the Company's executive directors may not more than 0.2% per year of the Company's share capital on the date of Board of Directors' decision grant this authorisation;
4. decides that :
  - the allocation of free shares to their beneficiaries will become definitive at the end of a vesting period set by the Board Directors, which may not less than that required by the legal provisions applicable on the date of the allocation decision (currently one year);
  - the shares definitively acquired will be subject, at the end of the aforementioned vesting period, to an obligation to retain them a period which may not less than that required by the legal provisions applicable on the date of the allocation decision (i.e., to date, the difference between a period two years and the vesting period to be set by the Board Directors); However, the Board of Directors may waive this obligation to retain any free shares whose vesting period has been set at a time equal to or greater than the minimum period stipulated by law (currently two years);
  - the definitive acquisition of the shares allocated free of charge and the option to sell them freely will nevertheless take place before the expiry of acquisition or, where applicable, obligation to retain them, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for Article L. 341-4 of the French Social Security Code, or the equivalent case abroad ;
5. resolves that the Board of Directors may decide whether or not to make the definitive allocation of free shares conditional on the achievement one or more performance conditions set by the Board of Directors;

6. grants full powers to the Board Directors, with the option of sub-delegation to the extent permitted by law, to implement this authorisation and in particular to :
  - determine whether the free shares allocated are shares to be issued and/or existing shares and, so, change its choice before the final allocation of the shares;
  - to determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the allotments of shares from among the employees and corporate officers of the Company or of the aforementioned companies or groupings and the number of shares allotted to each of them;
  - set the conditions and, where applicable, the criteria for granting the shares, in particular the minimum vesting period and the holding period required of each beneficiary, in accordance with the conditions set out above, it being specified that in the case of shares granted free of charge to corporate officers, the Board Directors must either (a) decide that the shares granted free of charge may not be sold by the beneficiaries concerned before they cease to hold office, or (b) set the quantity of shares granted free of charge that they are required to hold in registered form until they cease to hold office;
  - provide for the possibility of temporarily suspending allocation rights ;
  - record the final allotment dates and the dates from which the shares may be freely sold, subject to legal restrictions;
  - to register the shares allocated free of charge in a nominative account in the name of their holder, mentioning any unavailability and the duration thereof, and to lift any unavailability of the shares in any circumstances in which the applicable regulations allow the unavailability be lifted;
7. resolves that the Board of Directors will also have full powers, with the option to sub-delegate these powers in accordance with the law, to deduct, where appropriate, in the event of the issue of new shares, from the reserves, profits or issue premiums, the sums required to pay up the said , record the completion of the capital increases carried out to this authorisation, make the corresponding amendments to the Articles of Association and generally carry out all necessary acts and formalities;
8. resolves that the Company may, if necessary, adjust the number shares allotted free of charge in order to preserve the rights of beneficiaries, depending any transactions affecting the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase by capitalisation of reserves, profits or premiums, the allotment of free shares, the issue new shares with pre-emptive subscription rights for shareholders, stock splits or reverse splits, the distribution of reserves, share premiums or any other assets, amortisation of share capital, a change in the allocation of profits through the creation of preference shares, or any other transaction affecting shareholders' equity or share capital (including in the event of a public offer and/or a change of control). It is specified that the shares allocated in application these adjustments will be deemed to have been allocated on the same day as the shares initially allocated;
9. notes that in the event of a free allotment new shares, this authorisation will entail, and when the said shares are definitively allotted, a capital increase by capitalisation of reserves, profits or issue premiums in favour of the beneficiaries of the said shares and a corresponding waiver by the shareholders their preferential subscription rights in respect of the said in favour of the beneficiaries of the said shares;
10. formally notes that, should the Board of Directors make use of this authorisation, it will inform the Annual General Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions set out in Article L. 225-197-4 of said Code;
11. sets the period of validity of the authorisation granted under this resolution at thirty-eight months from the date of this Meeting;
12. formally notes that this authorisation cancels with effect from this day any unused portion of any previous authorisation for the same purpose.

**Twenty-eighth resolution** (*Overall ceiling on the amount of capital increases carried out pursuant to the 19<sup>th</sup> to 23<sup>rd</sup> and 25<sup>th</sup> to 27<sup>th</sup> resolutions of this General Meeting*)

The General Meeting, voting on quorum and majority for Extraordinary General Meetings, reviewed the Directors' Report and the Statutory Auditors' Special Report, resolves that the maximum aggregate par value of the capital increases that may be carried out under the delegations or authorisations granted in the 19<sup>th</sup> to 23<sup>rd</sup> and 25<sup>th</sup> to 27<sup>th</sup> resolutions of this General Meeting is set at 2 million euros or the equivalent in any other currency or currency unit established reference to more than one currency. To these ceilings shall be added, where applicable, the nominal amount of shares to be issued in order to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases adjustment, the rights of holders of securities giving access to the capital or other rights giving access to the capital.

**Twenty-ninth resolution** (*Amendment Article 15.2 of the Company's Articles of Association in order to benefit from the flexibility offered by Law no. 2024-537 of 13 June 2024 aimed at increasing financing of businesses and the attractiveness of France (known as the "Attractiveness" Law) concerning the procedures for taking decisions by the Board of Directors*)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, reviewed the Directors' Report, resolves to amend Article 15.2 of the Company's Articles of Association relating to the deliberations of the Board of Directors as follows:

Article 15.2 - Deliberations (current wording)	Article 15.2 - Deliberations (amended wording)
Any director may, by any written means, appoint another director to represent him at a meeting of the Board of Directors. This power of attorney is valid for one meeting only and each director may hold only one power of attorney at any one meeting.	Any director may, by any written means, appoint another director to represent him at a meeting of the Board of Directors. This power of attorney is valid for one meeting only and each director may hold only one power of attorney at any one meeting.
The Board Directors may only validly deliberate if at least half its members are present.	The Board Directors may only validly deliberate if at least half its members are present.
Decisions are taken by a majority of the members present or represented. In the event of a tie, the Chairman of the meeting has the casting vote.	Decisions are taken by a majority of the members present or represented. In the event of a tie, the Chairman of the meeting has the casting vote.
Meetings of the Board of Directors may be held by means of videoconferencing or telecommunications under the conditions set out in the internal rules adopted by the Board of Directors, subject to cases where this possibility is prohibited by the applicable legal or regulatory provisions.	Meetings of the Board of Directors may be held by means of <b>telecommunication or any other means provided for by law, in accordance with the legal provisions</b> <del>on videoconferencing or telecommunication under the conditions set out in the internal rules adopted by the Board of Directors, subject to cases where this possibility is prohibited by the applicable legal or regulatory provisions.</del>
The deliberations of the Board of Directors are recorded in minutes drawn up in accordance with the law.	The deliberations of the Board of Directors are recorded in minutes drawn up in accordance with the law.
An attendance register is kept, which is signed by the members of the Board of Directors attending the meeting, either in their own name or behalf of a representative.	An attendance register is kept, which is signed by the members of the Board of Directors attending the meeting, either in their own name or behalf of a representative.
Decisions falling within the remit of the Board of Directors as set out Article L. 225-37 of the French Commercial Code (Code de Commerce) are subject to the approval of the Board of Directors.	Decisions falling within the remit of the Board of Directors <del>as set out Article L. 225-37 of the French Commercial Code (Code de Commerce)</del> are subject to the approval of the Board of Directors.

<b>Article 15.2 - Deliberations</b> <i>(current wording)</i>	<b>Article 15.2 - Deliberations</b> <i>(amended wording)</i>
<p>decisions to transfer the registered office within the same département, as well as other decisions provided for by the laws and regulations in force, may be taken by means of a written consultation of the directors. The procedures such consultation are set out in the .</p>	<p><del>decisions to transfer the registered office within the same département, as well as other decisions provided for by the laws or regulations in force,</del> may be taken written consultation of the directors, <b>including by electronic means. Any member of the Board of Directors may object to the use this method under the conditions described below.</b> <del>The consultation procedures are specified in the internal regulations.</del></p> <p><b>For the purposes of consulting the directors in writing, the Chairman of the Board of Directors must send to or make available to each director, including by electronic means, the text of the proposed resolutions as well as the documents required for information purposes.</b></p> <p><b>Directors must cast their votes in the manner and within the period indicated in the request for consultation. Any director may object to the use of written consultation provided that he or she sends the Chairman of the Board of Directors a written request setting out the reasons for the objection before the consultation deadline expires. Any director who has not sent his written response to the consultation to the Chairman of the Board within the applicable time limit is deemed not to have participated in the decision. Any decision taken by written consultation is only valid if at least half of the directors have participated in the decision by sending their written response. The majority rules described above apply to decisions taken by written consultation.</b></p> <p><b>The internal rules of the Board of Directors may specify, where applicable, other written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.</b></p>

### **Resolution falling within the remit of the Ordinary General Meeting**

#### **Thirtieth resolution** *(Powers to carry out formalities)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, confers full powers on the bearer of an original, copy or extract of the minutes of its deliberations to carry out all filings and formalities required by law.

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#### **I. FORMALITIES FOR ATTENDING THE MEETING**

Shareholders may take part in the Meeting regardless of the number of shares they own, notwithstanding any clauses to the contrary in the Articles of Association.

The right take part in General Meetings of the Company is evidenced by the registration of the shares in the name of the shareholder or of the intermediary registered on his behalf pursuant to Article R. 22-10-28 of the French Commercial Code, on the second business day preceding the Meeting concerned, i.e. for the Meeting on **17 June 2025** at midnight, Paris time:

- or in the registered share accounts held for the Company by its agent **Uptevia (Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex)**,
- or in bearer share accounts held by an authorised intermediary.

The registration of shares in the bearer share accounts held by the authorised intermediary must be evidenced by a certificate of participation issued by the latter, where applicable by electronic means under the conditions set out Article R. 225-61 of the French Commercial Code, and attached to the postal voting form or proxy form ("**Single Voting Form**"), or to the request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

## II. WAYS OF ATTENDING THE MEETING

Shareholders may choose one of the following three ways of exercising their voting rights at the Meeting:

- attend the Meeting ;
- give proxy to the Chairman of the Meeting or to any other natural or legal person;
- vote by post or by Internet on the VOTACCESS website.

In addition to the single paper voting form, shareholders will be able to send their voting instructions, appoint or revoke a proxy and request an admission card over the Internet, prior to Meeting, on the VOTACCESS website, under the conditions described below.

The VOTACCESS website for the Meeting will be open from **12 noon** (Paris time) **on 2 June 2025** until 3 p.m. (Paris time) **on 18 June 2025**, the day before the Meeting.

**To avoid any possible congestion on the VOTACCESS site, shareholders are advised not to wait until the day before the Meeting to enter their instructions.**

### 1. To attend the Meeting in person

Shareholders wishing to attend the Meeting should request their admission card as follows:

#### **Electronically:**

- for pure registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>  
Registered shareholders should log on to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and request their admission card.
- for holders of administered registered shares and/or employee shareholders: they can access the voting site via the VoteAG website <https://www.voteag.com/>:  
Registered shareholders and/or employee shareholders must connect to VoteAG using the temporary codes provided on the Single Voting Form or on the electronic invitation. Once on the VoteAG home page, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.
- for bearer shareholders: it is the responsibility of bearer to find out whether or not their financial intermediary, which manages their securities account, is connected to the VOTACCESS site and, if so, the conditions of use of the VOTACCESS site. If the shareholder's financial intermediary is connected to the VOTACCESS site, the shareholder must identify himself on the Internet portal of his financial intermediary using his usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and request their admission card.

**By post:**

- for holders of registered shares: holders of registered shares must complete the single voting form enclosed with the notice of meeting, which will be sent to them, specifying that they wish to attend the Meeting and obtain an admission card, then return it, dated and signed, using the T envelope enclosed with the notice of meeting, to Uptevia ;
- for bearer shareholders: bearer shareholders should ask their financial intermediary, who manages their share , to send them an admission card.

Requests for admission cards by post must be received by Uptevia no later than three days before the General Meeting, in accordance with the above procedure.

Shareholders who have not received their admission in the two business days prior to the Meeting are invited to :

- Registered shareholders are requested to present themselves on the day of the Meeting at the counters set aside for this purpose, in possession of an identity document;
- Holders of bearer shares should ask their financial intermediary to issue them with a certificate of participation proving their status as shareholders by the second working day preceding General Meeting.

**2. To vote by proxy or by post**

If they are unable to attend the Meeting in person, shareholders may choose one of the following three options:

- send a proxy to the Chairman of the Meeting ;
- grant a power of attorney to any natural person or legal entity of their choice in accordance with Articles L. 22-10-39 and L. 225-106 I of the French Commercial Code;
- vote by post; as follows:

**Electronically:**

- for holders of direct registered shares: they can access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>:  
Registered shareholders should log on to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.
- for holders of administered registered shares and/or employee shareholders: they can access the voting site via the VoteAG website <https://www.voteag.com/>:  
Registered shareholders and/or employee shareholders must connect to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on site's home page, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.
- for bearer shareholders: it is the responsibility of the bearer shareholder to find out whether or not the financial intermediary who manages their securities account is connected to the VOTACCESS site and, if so, the conditions for using the VOTACCESS site. If the financial intermediary is connected to the VOTACCESS site, the shareholder must identify himself on the Internet portal of his financial intermediary using his usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy.  
If the shareholder's financial intermediary is not connected to the VOTACCESS website, it should be noted that notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an e-mail to following e-mail address: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com) . This e-mail must include as an attachment a scanned copy of the Single Voting Form, duly completed and signed. Holders of bearer shares must also attach the certificate of attendance issued by their authorised intermediary. Only notifications of the appointment or revocation of proxies that have been duly signed, completed, received and confirmed by no later than 3 p.m. (Paris time) on 18 June 2025, the day before the General Meeting, will be taken into account.

**By post:**

- for holders of registered shares: holders of registered shares must complete the Single Voting Form enclosed with the notice of meeting, which will be sent to them, and return it, dated and signed, using the T envelope enclosed with the notice of meeting.
- for bearer shareholders: bearer shareholders should request the Single Voting Form from their financial intermediary, who manages their securities account, and return it to them, dated and signed. This intermediary will forward the form to Uptevia, together with a certificate of participation.

Single postal voting forms must be received by Uptevia no later than three days before the General Meeting, in accordance with the procedures set out above.

It should be noted that, the case of proxies without the name of a proxy, the Chairman of the Meeting will vote in favour the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions.

Single voting forms are sent automatically by post to registered shareholders.

Holders of bearer shares will receive their Single Voting Form by post from **Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex** no later than six days before the date of General Meeting.

Shareholders who have sent in a request for an admission card, a proxy form or a postal voting form will no longer be able to change their method of participation in the Meeting.

If a Single Voting returned by a registered intermediary, the Company reserves the right ask the intermediary for the identity of the voters.

### **III. - WRITTEN QUESTIONS**

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions should be sent preferably electronically to the following address: [assembleegenerale@planisware.com](mailto:assembleegenerale@planisware.com) (or to the Company's registered office, by registered letter with acknowledgement of receipt), no later than the fourth business day prior to the date of the Meeting, i.e. 13 June 2025. They must be accompanied by a certificate of account registration.

### **IV. - REQUEST FOR INCLUSION OF DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA**

Reasoned requests for items or draft resolutions to be included on the agenda from shareholders who meet the legal requirements in force must be sent electronically to the following address: [assembleegenerale@planisware.com](mailto:assembleegenerale@planisware.com) or to the Company's registered office, by registered letter with of receipt, and must be received no than twenty-five days before date of the General Meeting and no later twenty days after the date of the notice of the General Meeting. Requests must be accompanied by an account registration showing that the person making the request holds or represents percentage of the share capital required by Article R. 225-71 of the Commercial Code. The list of items added to the agenda and the text of the draft will be published on the Company's website ([www.planisware.com](http://www.planisware.com)), in accordance Article R. 22-10-23 of the French Commercial Code. Requests for inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory memorandum.

Shareholders are also reminded that consideration by the Meeting of the items on the agenda and the resolutions to be submitted is subject the submission interested parties, no later than midnight (Paris time) on the second business day prior to the Meeting, of a new certificate proving that their shares are registered in an account under the same conditions as those set out above.



## **V. - RIGHT TO COMMUNICATE**

In accordance with the law, all documents required to be disclosed at this General Meeting will be made available to shareholders within the legal deadlines at the Company's registered office and on its website [www.planisware.com](http://www.planisware.com), or may be sent on request to Uptevia.

***The Board of Directors***