

PLANISWARE

A public limited company with capital of 7,002,400 euros
Registered office: 200, avenue de Paris - 92320 Châtillon - France
403 262 082 R.C.S. NANTERRE
(the "Company")

REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING 19 JUNE 2025

Dear shareholders,

In accordance with the law and the Company's Articles of Association, you are being asked to approve the following draft resolutions at your Combined General Meeting on 19 June 2025 (the "**General Meeting**"):

Ordinary :

1. Approval of the parent company financial statements for financial year 2024,
2. Approval of the consolidated financial statements for financial year 2024,
3. Appropriation of net profit for financial year 2024 and payment of dividend,
4. Approval of the 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 office 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 of Mrs Deborah Choate to reduce its duration by three years, subject to conditions precedent and with effect from the renewal of her term of office,
8. Renewal of the Director's mandate of Deborah Choate,
9. Amendment of the current term of office of Mrs Meriem Riadi to reduce its duration by two years, subject to conditions precedent and with effect from the renewal of her term of office at the annual general shareholders' meeting called to approve the financial statements for the year ended 31 December 2025,
10. Amendment of the current term of office of 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 shareholders' 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 in 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 financial year 2024 or granted 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 financial year 2024 or granted 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 financial year 2025,
15. Approval of the remuneration policy applicable to the Chairman of the Board of Directors for financial year 2025,
16. Approval of the remuneration policy applicable to the Chief Executive Officer for financial year 2025,
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 to increase the Company's capital by issuing 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 to increase the Company's capital by issuing ordinary shares and/or securities giving immediate or future access to the 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,
21. Delegation of authority to the Board of Directors to decide to increase the Company's capital by 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 given to the Board of Directors to issue shares and/or securities giving immediate or future access to shares to be issued by the Company as consideration for contributions in kind consisting of equity securities or securities giving access to the capital,
24. Delegation of authority to the Board of Directors to 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 to decide to increase the Company's capital by issuing 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 to decide to increase the Company's capital by issuing shares and/or securities giving access to the capital immediately or in the future, 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, 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 Group's employees and/or corporate officers,
28. Overall ceiling on the amount of capital increases carried out pursuant to the 19th to 23rd and 25th to 27th resolutions of this general shareholders' 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 at increasing the financing of businesses and the attractiveness of France (known as the "Attractiveness" Law) concerning the procedures for taking decisions by the Board of Directors,

Ordinary :

30. Powers for formalities.

The purpose of this report is to present the draft resolutions submitted by the Board of Directors to the Annual General Meeting, the full text of which was published in "*Bulletin des Annonces Légales et Obligatoires*" no.° 57 on 12 May 2025 as part of the prior notice of meeting. This notice is available on the Company's website (<https://fr.planisware.com/>), under "Investors" - Category "Publications and Events" - Section "General Meeting".

The purpose of this report is to present the main features of the draft resolutions to be submitted for your approval at the General Meeting. It does not, therefore, claim to be exhaustive, and does not relieve each shareholder of the Company from carefully reading the text of the draft resolutions before exercising his or her right to vote.

This report is also available on the Company's website (<https://fr.planisware.com/>), in the "Investors" section - "Publications and Events" category - "General Meeting" section, in accordance with current regulations.

Update on social affairs

The financial position, business and results of the Company and its Group for the year that just ended, together with the other information required by the applicable laws and regulations, are set out in the management report of the Board of Directors for the 2024 financial year included in the 2024 universal registration document available on the Company's website (<https://planisware.com/>), under "Investors" - "Publications and Events" - "General Meeting" section, to which you are invited to refer.

Since the beginning of the 2025 financial year, the Company has continued to operate in the normal course of business. Post-balance sheet events are described in section 6 of the above-mentioned universal registration document.

The documents required by law and the Company's Articles of Association were sent and/or made available to you within the required deadlines.

It should be noted that the Board of Directors has approved all the resolutions submitted to the General Meeting.

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1. RESOLUTIONS FALLING WITHIN THE REMIT OF THE ORDINARY GENERAL MEETING

The 1st to 17th and 30th resolutions fall within the remit of the Ordinary General Meeting.

Approval of the parent company and consolidated financial statements for the year ended December 31, 2024, appropriation of net income and declaration of dividend (1st, 2nd and 3rd resolutions)

The 1st and 2nd resolutions relate to the approval of the parent company and consolidated financial statements for the year ended December 31, 2024, as approved by the Board of Directors on March 24, 2024, which show a net profit of 45,067,917 euros and a consolidated profit (Group share) of 42,729,259 euros respectively.

The 3rd resolution concerns the appropriation of net profit for the 2024 financial year, which amounts to 45,067,917 euros, and the setting of the dividend. You are asked to approve :

- to deduct from this net profit, in accordance with the applicable legal provisions, and allocate to the legal reserve, an amount equal to 6,330 euros ;
- record that the balance of net profit for the 2024 financial year, after this appropriation, amounts to 45,061,587 euros and, increased by retained earnings which amount to 92,809,046 euros, forms a balance of distributable profit of 137,870,633 euros and ;
- to allocate the distributable profit as follows :
 - o distribute a total dividend of 21,704,440 euros;
 - o allocate an amount equal to 116,163,193 euros to the "other reserves" account

The total amount of the distribution referred to above is calculated on the basis of the number of dividend-paying shares at 31 December 2024, i.e. 70,024,000 shares, and may vary if the number of dividend-paying shares 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 of dividend-paying shares at 31 December 2024), and on the final allotment of bonus shares (if the beneficiary is entitled to the dividend in accordance with the provisions of the relevant plans).

The dividend is therefore set at €0.31 per share for each of the 70,024,000 shares carrying dividend rights.

The dividend will be detached from the share on 24 June 2025 and the dividend will be payable as 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, to income tax using the progressive scale after a 40% 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 tax return is filed, at the latest before 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 20% of the reference tax income provided for in 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, are advised to consult their usual tax advisor.

As required by law, the following dividends and other income were distributed over the last three financial years:

Information on dividends and other income distributed in respect of the last three financial years			
For the year	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

Approval of regulated agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code (4th resolution)

Having reviewed the auditors' special report on agreements and commitments governed by the provisions of Articles L. 225-38 et seq. of the French Commercial Code, you will be asked, in the 4th resolution, to approve the said special report and to note the terms of the said special report and the fact that no agreement, not already submitted to the vote of the General Meeting, was entered into during the year ended 31 December 2024.

Amendment of the terms of office of four directors and renewal of the term of office of two women directors (5th, 6th, 7th, 8th, 9th and 10th resolutions)

You are reminded that, in accordance with the Company's Articles of Association, Directors are appointed for a term of four years. However, it is possible, in exceptional circumstances, to reduce the term of office of current Directors to a period of less than four years, in order to allow a staggered renewal of the terms of office of Board members, in accordance with the recommendations of the AFEP-MEDEF Code to which the Company refers. To this end, it is proposed that:

- in accordance with 5th and 7th resolutions, to amend the current directorships of Laurianne Le Chalony and Deborah Choate to reduce their terms by three years so that they expire at the close of the General Meeting, subject to conditions precedent and with effect from the renewal of their respective directorships;
- in accordance with 5th and 7th resolutions and 6th and 8th resolutions), to renew the appointments of Laurianne Le Chalony and Deborah Choate as directors of the Company for a 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;

- under the 9th and 10th resolutions, to amend the current terms of office of each of Mrs Meriem Riadi and Mr Yves Humblot in order to reduce their duration by two years and one year respectively, so that they expire at the close of the General Meeting of the Company's shareholders called to approve the financial statements for the year ending 31 December 2025, subject to the condition precedent that their respective terms of office as directors are renewed for a further four years, which is to be put to the vote at the same General Meeting.

On 20 December 2024, the Board of Directors, after consulting the Company's Appointments, Remuneration and Governance Committee, decided that (i) each of Laurianne Le Chalony, Deborah Choate and Meriem Riadi qualified as independent directors for the time being, and (ii) that Yves Humblot did not qualify as an independent director for the time being.

The biographies and information on the expertise and experience of each of Laurianne Le Chalony, Deborah Choate, Meriem Riadi and Yves Humblot are detailed in Section 3.1.1 of the corporate governance report included in the Universal 2024 Registration Document in Chapter 3.

Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code contained in the corporate governance report (overall *ex post say on pay*) (11th resolution)

In accordance with the provisions of Article L. 22-10-34 I. of the French Commercial Code, on the basis of the Corporate Governance Report, we submit for your approval, pursuant to the 11th resolution, 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.

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 (12th resolution)

Under the 12th resolution, pursuant to Article L. 22-10-34, II of the French Commercial Code, and on the basis of the corporate governance report, you are asked to approve 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, 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.

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 (13th resolution)

Under the 13th resolution, pursuant to Article L. 22-10-34, II of the French Commercial Code, and on the basis of the corporate governance report, you are asked to approve 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, as 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.

Approval of the remuneration policy applicable to members of the Board of Directors in respect of the 2025 financial year (14th resolution)

Under the 14th resolution, in accordance with Article L. 22-10-8, II of the French Commercial Code, and on the basis of the Corporate Governance Report, you are asked to approve the remuneration policy applicable to members of the Board of Directors in respect of the 2025 financial year, as presented in sections 3.3.1 and 3.3.3.1 of the Corporate Governance Report in Chapter 3 of the 2024 Universal Registration Document.

Approval of the remuneration policy applicable to the Chairman of the Board of Directors in respect of the 2025 financial year (15th resolution)

Under the 15th resolution, in accordance with Article L. 22-10-8, II of the French Commercial Code, and on the basis of the Corporate Governance Report, you are asked to approve the remuneration policy applicable to the Chairman of the Board of Directors in respect of the 2025 financial year, as presented in sections 3.3.1 and 3.3.2.1 of the Corporate Governance Report in Chapter 3 of the 2024 universal registration document.

Approval of the remuneration policy applicable to the Chief Executive Officer in respect of the 2025 financial year (16th resolution)

Under the 16th resolution, pursuant to Article L. 22-10-8, II of the French Commercial Code, and on the basis of the corporate governance report, you are asked to approve 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 2024 universal registration document.

Authorisation to be granted to the Board of Directors to trade in the Company's shares (17th resolution)

In the 17th resolution, you are asked to authorise the Board of Directors, with powers to subdelegate within the law, to purchase or arrange for the purchase of shares in the Company, in accordance with the provisions of Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code.

- **Objectives of the programme**

These purchases could be made with a view to :

1. stimulation of the secondary market or the 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 plan under the provisions of Articles 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 by 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 programmes 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 with the authorisation granted or to be granted by the Extraordinary General Meeting; or
8. the delivery of shares (in exchange, as payment or otherwise) in connection with acquisitions, mergers, demergers or asset contributions.

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

- **Ceilings**

The number of shares purchased by the Company may be such , at the date of each purchase, the total number of shares purchased by the Company since the start of the 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 account transactions affecting the share capital subsequent to the date of the General Meeting), i.e., for information purposes, a maximum repurchase limit of 7,002,400 shares on the basis of a share capital comprising 70,024,000 shares at 31 December 2024, it being specified that (i) the number of shares acquired with a view to their retention and subsequent remittance in connection with a merger, demerger or contribution may not exceed of the Company's 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 of shares purchased, less the number of shares resold during the period of the authorisation. In accordance with the law, the number of shares held on a given date may not exceed of the Company's share capital at that date.

- **Terms and conditions for redemptions**

Shares may be acquired, sold or transferred at any time within the limits authorised by the laws and regulations in force.

The Board of Directors may not make use of this authorisation during a public offer period initiated by a third party for the Company's shares, until the end of the offer period.

These transactions may be carried out by any means, including on regulated markets, multilateral trading facilities, with systematic internalisers or over-the-counter, including by block purchases or sales (including off-market), or in any other way (without limiting the portion of the buyback programme that may be carried out by any of these means).

The Company reserves the right to use options or derivatives in accordance with applicable regulations.

- **Maximum purchase price per share and maximum amount of the programme**

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

The General Meeting would delegate 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 through the capitalisation of reserves, the allocation of bonus shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption, 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 buyback programme authorised above would be set at €385,132,000 (or the equivalent of this amount in any other currency on the buyback dates).

- **Delegation of powers**

The General Meeting would confer full powers on the Board of Directors, with the option of sub-delegation under the conditions permitted by law, to decide on and implement this authorisation, to specify, if necessary, the terms and conditions and to determine the procedures for carrying out the buyback programme, and in particular to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms on which any rights of holders of 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, generally, do all that is necessary in such matters.

- **Duration**

This authorisation would be given for a period of eighteen months from the date of the General Meeting, and would terminate the authorisation given to the Board of Directors by the General Meeting of 15 April 2024 in its 12th ordinary resolution.

Powers for formalities (30th resolution)

Under the 30th resolution, shareholders will be asked to grant full powers to the bearer of an original, copy or extract of the minutes of the meeting to carry out all filings and formalities required by law.

2. RESOLUTIONS FALLING WITHIN THE REMIT OF THE EXTRAORDINARY GENERAL MEETING

The 18th to 29th resolutions fall within the remit of the Extraordinary General Meeting.

Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares (18th resolution)

As a consequence of the cancellation provided for in the seventeenth resolution, we ask you, under the eighteenth resolution, to authorise the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it sees fit, by cancelling any number of treasury shares it decides within the limits authorised by law, in accordance with the provisions of 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 month period preceding the cancellation, including the shares cancelled, may not exceed 10% of the shares comprising the Company's share capital at that date, i.e., for information purposes, on the basis of a share capital of 70,024,000 shares at 31 December 2024, a maximum of 7,002,400 shares; it being specified that this limit would apply to an amount of the Company's share capital that would be adjusted, if necessary, to take into account transactions affecting the Company's share capital subsequent to the General Meeting.

The General Meeting would confer full powers on the Board of Directors, with the option of sub-delegation within the limits permitted by law, to do all that is necessary in such matters.

This authorisation would be given for a period of twenty-six months from the date of the General Meeting and would supersede any unused portion of any previous authorisation having the same purpose.

Financial delegations and authorisations relating to employee share ownership and free share grants (20th to 29th resolutions)

The Board of Directors wishes to have the necessary powers to carry out, if it sees fit, any issues that may prove necessary as part of the development of the Company's activities and financial management, as well as all the necessary authorisations to have the tools to have an incentive employee share ownership policy that will bolster the Company's development

It is in this context that the 20th to 29th resolutions of the Annual General Meeting are presented.

These resolutions authorise the Board of Directors to increase the Company's share capital in various ways and for various reasons, as described below. The purpose of these financial authorisations is to enable the Board of Directors to have flexibility in the choice of possible issues and to adapt, when the time comes, the nature of the financial instruments to be issued according to the state and possibilities of the French or international financial markets and any opportunities for external growth.

These authorisations may not be used during a takeover bid.

Resolutions to increase the Company's share capital can be divided into two broad categories: those that would give rise to capital increases with pre-emptive subscription rights and those that would give rise to capital increases without pre-emptive subscription rights.

Any capital increase for cash gives shareholders a "pre-emptive right", which is detachable and negotiable during the subscription period: each shareholder has the right to subscribe, for a minimum period from the start of the subscription period, for a number of new shares proportional to his or her stake in the capital. The Board of Directors is asking you to grant it the right to waive this pre-emptive right for some of these resolutions.

Depending on market conditions, the nature of the investors involved in the issue and the type of securities issued, it may be preferable, or even necessary, to waive pre-emptive rights in order to place securities under the best possible conditions, particularly when the speed of transactions is an essential condition for their success, or when issues are made on foreign financial markets. Such a waiver may make it possible to obtain a larger pool of capital due to more favourable issue conditions.

Lastly, the law sometimes provides for such a waiver: in particular, a vote in favour of the delegation authorising your Board of Directors to issue shares reserved for members of company or group savings plans would, by law, result in shareholders expressly waiving their pre-emptive rights to subscribe for the shares in favour of the beneficiaries of these issues.

Each of these financial authorisations would be given for a limited period only. In addition, the Board of Directors would only be able to exercise this authorisation to increase the Company's capital within strictly defined limits, beyond which it would no longer be able to increase the capital without calling a new General Meeting of shareholders. These ceilings are indicated each time in the text of the draft resolution concerned.

If the Board of Directors were to make use of a delegation of authority granted by the General Meeting, it would, where appropriate and in accordance with the law and regulations, prepare a supplementary report at the time of its decision, describing the final terms and conditions of the operation and indicating its impact on the situation of shareholders or holders of securities giving access to the capital, in particular as regards their share of shareholders' equity. This report and, where applicable, the Statutory Auditors' report would be made available to shareholders or holders of securities giving access to the capital and then brought to their attention at the next General Meeting.

You will find the table of current delegations and authorisations granted by the General Meeting to the Board of Directors and the status of their use in Section 3.4.3 of the corporate governance report included in the 2024 universal registration document in Chapter 3.

Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing ordinary shares and/or securities giving immediate or future access to the capital and/or debt securities, with pre-emptive subscription rights (19th resolution)

In the 19th resolution, shareholders are invited to delegate to the Board of Directors, with powers to subdelegate within the , the authority to decide to increase the share capital, with pre-emptive subscription rights maintained, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency, 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 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.

Subscriptions to these capital increases may be paid up in cash, by offsetting receivables, or by capitalising reserves, profits or premiums.

The maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation would be set at 2 million euros (or the equivalent). This amount would be deducted from the overall ceiling provided for in the 28th resolution put to the vote at the General Meeting or, as the case may be, from any overall ceiling provided for in a similar resolution that may supersede said resolution during the period of validity of this authorisation.

To these ceilings would be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of securities giving access to the capital or of other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other methods of preservation.

In accordance with Article L. 225-134 of the French Commercial Code, if subscriptions by irrevocable entitlement and, where applicable, subscriptions subject to reduction (*à titre réductible*) have not absorbed the entire capital increase, the Board of Directors may use one or other of the following options, in accordance with the law and in the order it shall determine:

- 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, limit the issue to the amount of subscriptions, within the limits provided for by the applicable regulations.

The Company's share warrants could also be issued by free allocation to the owners of existing shares, it being specified that the Board of Directors would have the option of deciding that fractional allocation rights would not be negotiable and that the corresponding securities would be sold in accordance with the applicable laws and regulations.

The Board of Directors would have full powers, with the option to sub-delegate these powers under the conditions laid down by law, to implement the aforementioned delegation of authority, within the limits set out above, and in particular to set the issue price and the amount of any premium that may be

requested on issue, or to determine the dates and terms of the issue and the nature, number and characteristics of the securities to be created.

The Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a public offer for the Company's shares until the end of the offer period.

This authorisation would be given for a period of twenty-six months from the date of the General Meeting. It would supersede any unused portion of any previous delegation of authority for the same purpose, with effect from the date of the General Meeting.

Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing ordinary shares and/or securities giving immediate or future access to the 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 (20th resolution)

In the 20th resolution, it is proposed that you delegate to the Board of Directors, with powers to subdelegate within the law, the 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 euros or in any other currency, with or without a premium, for valuable consideration or free of charge, through the issue of (i) ordinary shares in the Company and/or (ii) securities giving immediate or future access to the Company's share capital, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of 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.

In particular, these securities could 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 (e.g. as part of a reverse merger or scheme of arrangement) for securities meeting the conditions set out in article L. 22-10-54 of the French Commercial Code.

You will also be asked to delegate to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, your 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. This authorisation would automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for these securities, in favour of the holders of such securities.

The maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to the authorisation granted in this resolution shall be set at 0.7 million euros (or the equivalent), it being specified that this amount shall be deducted from the overall ceiling provided for in the 28th resolution submitted to the General Meeting or, as the case may be, from any overall ceiling provided for in a resolution of the same nature that may supersede said resolution during the period of validity of this authorisation.

To these ceilings would be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of securities giving access to the capital or of other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other methods of preservation.

Shareholders' pre-emptive rights to subscribe for the securities covered by the aforementioned resolution would be waived, although the Board of Directors would have the option of granting shareholders, for a period and on terms to be determined by it in accordance with the applicable laws and regulations, and for all or part of an issue made a priority subscription period not giving rise to the creation of negotiable

rights, which should be exercised in proportion to the number of shares held by each shareholder and could be supplemented by a reducible subscription period, it being specified that any shares not subscribed for in this way would be offered to the public in France or abroad.

If subscriptions, including, where applicable, those of shareholders, do not absorb the entire issue, the Board of Directors may use one or other of the following options, under the conditions provided for by law and in the order it shall determine:

- freely allocate all or part of the unsubscribed shares,
- in general, limit the issue to the amount of subscriptions, within the limits provided for by the applicable laws and regulations.

A decision to issue securities giving access to the capital in accordance with the aforementioned delegation of authority would automatically entail the waiver by shareholders, in favour of the holders of these securities, of their pre-emptive right to subscribe for the shares and/or securities giving access to the capital to which these securities will give immediate or future entitlement.

It is therefore proposed that you grant the Board full powers, with the option to sub-delegate these powers under the conditions laid down by law, to implement the aforementioned delegation of authority, in particular for the purpose of setting the issue price in accordance with the terms set out below, as well as the amount of any premium that may be requested on issue.

Concerning the issue price :

- the issue price of the ordinary shares to be issued would be at least equal to (i) the weighted average of the prices for the last three trading sessions on the regulated market of Euronext Paris prior to the start of the public offering, possibly reduced by a maximum discount of 10%; or (ii) the minimum provided for by the applicable regulations on the day of issue, after adjusting this average for any difference in dividend entitlement dates and after taking into account, in the case of the issue of stand-alone share warrants, the issue price of said warrants;
- the issue price of the securities giving access to the capital and the number of shares to which the conversion, redemption or, more generally, transformation of each security giving access to the capital may give entitlement, shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the previous paragraph.

The Board of Directors would have full powers, with the option of sub-delegation under the conditions laid down by law, to implement this delegation of authority.

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.

This authorisation would be given for a period of twenty-six months from the date of the General Meeting. It would supersede any unused portion of any previous delegation of authority for the same purpose, with effect from the date of the General Meeting.

Delegation of authority to the Board of Directors to decide to increase the Company's share capital by issuing ordinary shares and/or securities giving immediate or future entitlement to share 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 (21st resolution)

In the 21st resolution, you are asked to delegate to the Board of Directors, with powers to subdelegate within the law, the authority to decide to increase the share capital, without pre-emptive subscription

rights, by means of a public offer governed by Article L. 411-2 1° of the French Monetary and Financial Code (private placement), on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency, with or without a premium, for valuable consideration or free of charge, through the issue of (i) ordinary shares in the Company and/or (ii) securities giving immediate or future entitlement to the Company's shares, in euros or in any other currency, 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 the allotment of debt securities.

To this end, it is also proposed that you delegate to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, the power to decide on the issue of securities by companies in which the Company directly or indirectly holds more than half of the share capital. This authorisation would automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for these securities, in favour of the holders of such securities.

This resolution would optimise access to capital for the Company and enable it to benefit from the best market conditions, as this method of financing is quicker and simpler than a capital increase by public offering under the aforementioned authorisation.

The maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorisation shall be set at 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 shall be deducted from the overall ceiling provided for in the 28th resolution submitted to the General Meeting or, where applicable, from the overall ceiling provided for by any similar resolution that may supersede said resolution during the period of validity of this authorisation.

In any event, issues of equity securities carried out by virtue of the aforementioned authorisation would not exceed the limits provided for by the regulations applicable on the day of issue (currently 30% of the share capital per year); and to these ceilings would be added, where applicable, the nominal amount of the capital increase required 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 the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other methods of preservation.

A decision to issue securities giving access to the capital in accordance with the aforementioned authorisation would automatically entail the waiver by shareholders, in favour of the holders of these securities, of their pre-emptive right to subscribe for the shares and/or securities giving access to the capital to which the securities will give immediate or future entitlement.

If subscriptions, including, where applicable, those of shareholders, do not absorb entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it shall determine, one or other of the following options:

- freely allocate all or part of the unsubscribed shares,
- in general, limit the issue to the amount of subscriptions, within the limits provided for by the applicable laws and regulations.

Concerning the issue price :

- the issue price of the ordinary shares to be issued would be at least equal to (i) the weighted average of the prices for the last three trading sessions on the regulated market of Euronext Paris prior to the start of the public offering, possibly reduced by a maximum discount of 10%; 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 of shares to which the conversion, redemption or, more generally, conversion of each security giving access to the Company's capital may give entitlement, shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, is, for each share issued as a result of the issue of these, at least equal to the minimum subscription price defined in the previous paragraph.

The Board of Directors, with the option to sub-delegate under the conditions laid down by law, would have full powers to implement the aforementioned delegation of authority, in particular to set the issue price and the amount of any premium that may be requested on issue.

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.

This authorisation would be given for a period of twenty-six months from the date of the General Meeting and would supersede any unused portion of any previous authorisation for the same purpose.

Authorisation to be granted 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 (22nd resolution)

In the 22nd resolution, shareholders are asked to authorise the Board of Directors, with powers to subdelegate within the law, to decide to increase the number of 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 stipulated by the regulations applicable on the issue date (currently, within thirty days of the close of the subscription period and up to a maximum 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.

This resolution would make it possible to reopen a capital increase at the same price as the operation initially planned in the event of oversubscription (known as the "*greenshoe*" clause).

The maximum nominal amount of the capital increases decided by this resolution would be deducted from the amount of the ceiling applicable to the initial issue and from the amount of the overall ceiling provided for in the 28th resolution submitted to the General Meeting or, where applicable, from the overall ceiling that may be provided for by a resolution of the same nature that may supersede said resolution during the period of validity of this authorisation.

Unless authorised in advance by the General Meeting, the Board of Directors may not make use of this authorisation from the time a third party makes a public offer for the Company's shares until the end of the offer period.

This authorisation would be valid for twenty-six months from the date of the General Meeting.

This authorisation would supersede any previous authorisation for the same purpose with effect from the date of the General Meeting.

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 for contributions in kind consisting of equity securities or securities giving access to the capital (23rd resolution)

In the 23rd resolution, shareholders are asked to authorise the Board of Directors to carry out a capital increase, on one or more occasions, 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 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 the 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.

The maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorisation would be set at 10% of the share capital, adjusted to take account of transactions affecting the share capital subsequent to the General Meeting, it being specified that this amount would be deducted from the overall ceiling provided for in the 28th resolution submitted to the 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 would not exceed the limits provided for by the regulations applicable on the date of issue (currently 20% of the capital); and to these limits would 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.

A decision to issue securities giving access to the capital in accordance with this authorisation would automatically entail the waiver by shareholders, in favour of the holders of these securities, of their pre-emptive right to subscribe for the shares and/or securities giving access to the capital to which these securities will give immediate or future entitlement.

Unless authorised in advance by the General Meeting, the Board of Directors may not make use of this authorisation from the time a third party makes a public offer for the Company's shares until the end of the offer period.

The Board of Directors would have full powers, with the option of sub-delegation under the conditions laid down by law, to implement the said resolution.

This authorisation would be given for a period of twenty-six months from the date of the General Meeting, and would supersede any unused portion of any previous authorisation for the same purpose.

Delegation of authority to the Board of Directors to decide to increase the share capital by capitalisation of premiums, reserves, profits or any other amounts (24th resolution)

In the 24th resolution, shareholders are invited to delegate to the Board of Directors, with powers to subdelegate within the law, the authority to decide to increase the share capital on one or more occasions, in the proportions and at the times it sees fit, by capitalising additional paid-in capital, reserves, profits or any other sums that may be capitalised in accordance with the law and the Company's bylaws, by issuing new equity securities or by increasing the par value of existing equity securities, or by a combination of these two methods.

The maximum nominal amount of the capital increases that may be carried out under this authorisation may not exceed 50 million euros (or the equivalent), it being specified that this maximum amount is autonomous and will not be deducted from the overall ceiling provided for in the 28th resolution submitted to the 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 would be added, where applicable, the nominal amount of the capital increase required 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, with contractual stipulations providing for other methods of preservation.

The Board of Directors would have full powers, with the option of sub-delegation under the conditions laid down by law, to implement the said delegation.

This authorisation would be given for a period of twenty-six months from the date of the General Meeting and would supersede any unused portion of any previous authorisation for the same purpose.

Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing ordinary shares and/or securities giving immediate or future access to the capital, without pre-emptive subscription rights, reserved for members of savings plans (25th resolution)

In the 25th resolution, shareholders are invited to delegate to the Board of Directors, with powers to subdelegate within the law, the authority to decide to 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, in euros or any other currency, 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 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 of the Company,

reserved for members of one or more employee savings plans (or any other plan for whose members a capital increase may be reserved under equivalent conditions in accordance with Articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation) 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 in accordance with Article L. 3344-1 of the French Labour Code, it being specified that this resolution may be used to implement leveraged schemes.

This resolution would enable the Company to involve certain employees and corporate officers in its success through the development of employee share ownership.

The maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorisation would be set at 1% of the share capital on the date of the Board of Directors' decision, it being specified that this amount will be deducted from the overall ceiling provided for in the 28th resolution submitted to the General Meeting or, as the case may be, from any overall ceiling provided for by a similar resolution that may supersede said resolution during the period of validity of this authorisation.

To these ceilings would be added, where applicable, the nominal amount of the capital increase required 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, with contractual stipulations providing for other methods of preservation.

The issue price of the new shares or securities giving access to the capital, determined in accordance with the conditions set out in articles L. 3332-18 et seq. of the French Labour Code, would be at least equal to 70% of the Reference Price (as this term is defined below) or 60% of the Reference Price when the lock-up period provided for by the plan in application of articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years (it being specified that the levels of discount mentioned in this paragraph may be modified in the event of changes to the regulations in force). For the purposes of this paragraph, the "**Reference Price**" shall mean the weighted average of the prices

quoted for the Company's shares on the regulated market of Euronext Paris over the twenty trading days 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).

However, the Board of Directors may, if it deems appropriate, reduce or eliminate the above-mentioned discount to the Reference Price, within the legal and regulatory limits, in order to take into account, in particular, the legal, accounting, tax and social security regimes applicable locally.

The Board of Directors would be authorised to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital, shares or securities 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 by way of employer's contribution, it being understood that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits.

Shareholders' pre-emptive rights to subscribe to the shares covered by the aforementioned resolution would be waived in favour of the beneficiaries indicated above, with the said shareholders also 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 the 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 the said shares made on the basis of the aforementioned resolution.

The Board of Directors would also be authorised, under the terms of the aforementioned delegation, to sell shares to members of a company or group savings plan (or similar plan) as provided for by Article L. 3332-24 of the French Labour Code, it being specified that sales of shares made at a discount to members of one or more of the employee savings plans referred to in the aforementioned resolution would be deducted up to the nominal amount of the shares thus sold from the ceilings referred to above.

The Board of Directors would have full powers, with the option of sub-delegation under the conditions laid down by law, to implement the said delegation.

This delegation of authority would be valid for a period of twenty-six months from the date of the General Meeting and would supersede any unused portion of any similar delegation of authority with effect from the date of the General Meeting.

Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing 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 plans) (26th resolution)

Under the 26th resolution, shareholders are invited to delegate to the Board of Directors, with powers to subdelegate within the law, the authority to 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, in euros or in any other currency, with or without a premium, for valuable consideration or free of charge, by issuing :

- (iii) ordinary shares in the Company and/or
- (iv) 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 of the Company,

reserved for the following category of beneficiaries: (a) Foreign Employees (as this term is defined below), (b) UCITS or other entities, with or without legal personality, for employee shareholding invested in the Company's securities, whose unitholders or shareholders will be Foreign Employees, and/or (c) any banking establishment or entity controlled by such an establishment within the meaning

of Article L. 233-3 of the French Commercial Code, acting at 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 25th resolution.

- **Purpose of the delegation**

This delegation is explained by the fact that in certain countries, legal or tax difficulties could make it difficult to implement employee share ownership schemes carried out directly or via a mutual fund (employees, early retirees or retired employees and corporate officers covered by Articles L. 3332-1 and L. 3332-2 of the Labour Code of companies in the Planisware Group whose registered office is located in 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 to articles L. 3344-1 et seq. of the Labour Code).

It may therefore be desirable for certain foreign employees to be offered alternatives 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.

This delegation of authority may only be used to meet this objective.

- **Ceilings**

The maximum nominal amount of the capital increases that may be carried out under this authorisation would be set at 1% of the share capital on the date of the Board of Directors' decision, it being specified that this amount would be deducted (i) from the overall ceiling provided for in the 28th resolution submitted to the General Meeting, and (ii) from the ceiling referred to in 2. of the 25th resolution or, where applicable, from any ceilings provided for by resolutions of the same nature that may supersede these resolutions during the period of validity of this authorisation.

To these ceilings would 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 of adjustment, the rights of holders of securities giving access to the share capital or other rights giving access to the share capital.

- **Cancellation of preferential subscription rights**

Shareholders' pre-emptive rights to subscribe for the securities covered by this resolution would be cancelled.

- **Issue price of new shares or securities giving access to the capital**

The issue price of the new shares or securities giving access to the capital to be issued under this authorisation would be set by the Board of Directors on the basis of the Company's share price on the regulated market of Euronext Paris; this price would be equal to

- (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 for subscription to the corresponding capital increase carried out pursuant to 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 date of the decision setting the opening date for subscription to the corresponding capital increase carried out pursuant to the 25th resolution submitted to your

General Meeting.

- **Delegation of powers**

The Board of Directors, with the option to sub-delegate under the conditions provided for by law, would have full powers to implement this delegation of authority.

- **Duration**

This delegation of authority would be granted for a period of eighteen months from the date of the General Meeting, and would supersede any unused portion of any previous delegation of authority for the same purpose.

Authorisation to be given to the Board of 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 (27th resolution)

In the 27th resolution, it is proposed that you delegate to the Board of Directors, with the option to sub-delegate insofar as permitted by law, the power to make free allocations, on one or more occasions, of existing shares or shares to be issued (excluding preference shares), to the beneficiaries or categories of beneficiaries that it shall determine from among the employees of the Company or of companies or groupings affiliated to it under the conditions set out in Article L. 225-197-2 of the Commercial Code and the corporate officers of the Company or of companies or groupings affiliated to it who meet the conditions set out in Article L. 225-197-1, II and L. 22-10-5 of the Commercial Code. 225-197-2 of the French Commercial Code and corporate officers of the Company or affiliated companies or groupings who meet the conditions set out in Article L. 225-197-1, II and L. 22-10-59 of said Code.

This resolution would enable the Company to involve certain employees and corporate officers in its success through the development of employee share ownership.

- **Ceilings**

Existing shares or shares to be issued under this authorisation may not represent more than of the Company's share capital on the date of the Board of Directors' decision, it being stipulated that the maximum nominal amount of 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 28th resolution submitted to the General Meeting or, where applicable, from any overall ceiling set out in a similar resolution that may supersede said resolution during the period of validity of this authorisation.

In any event, the total number of free shares allocated may not exceed the limits set by Articles L. 225-197-1 et seq. of the French Commercial Code. To these ceilings would 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 of adjustment, the rights of holders of securities giving access to the capital or other rights giving access to the capital.

For each financial year, the total number of existing shares or shares to be issued granted under this authorisation to the Company's executive directors may not represent more than 0.2 per year of the Company's share capital on the date of the Board of Directors' decision to grant this authorisation.

- **Vesting and holding conditions for free shares**

The allocation of free shares to their beneficiaries would become definitive at the end of a vesting period to be set by the Board of Directors, which may not be less than that required by the legal provisions applicable on the date of the allocation decision (currently one year).

The shares definitively acquired would be subject, at the end of the aforementioned vesting period, to an obligation to retain them for a period of not less than that required by the legal provisions applicable

on the date of the allocation decision (i.e., at present, the difference between a period of two years and the vesting period to be set by the Board of Directors); However, the Board of Directors may waive this obligation to retain shares granted free of charge if the vesting period is set at a time equal to or greater than the minimum period stipulated by law (currently two years).

However, the definitive acquisition of the free shares and the right to sell them freely would take place before the expiry of the acquisition period or, where applicable, the obligation to retain them, in the event of the beneficiary's disability corresponding to classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, or the equivalent case abroad.

The Board of Directors may decide whether or not to make the definitive allocation of free shares conditional on the achievement of one or more performance conditions, which may be set by the Board of Directors.

- **Delegation of powers**

The Board of Directors would have full powers, with the option of sub-delegation to the extent permitted by law, to implement this authorisation.

The Board of Directors would 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 shares, record the completion of the capital increases carried out pursuant to this authorisation, make the corresponding amendments to the Articles of Association and, generally, carry out all necessary acts and formalities.

- **Adjustment**

The Company may, if necessary, adjust the number of free shares allocated to preserve the rights of beneficiaries, depending on any transactions affecting the Company's share capital or shareholders' equity. The shares allocated in application of these adjustments would be deemed to have been allocated on the same day as the shares initially allocated.

In the event of the free allotment of new shares, this authorisation would entail, as and when the said shares are definitively allotted, a capital increase by incorporation of reserves, profits or issue premiums in favour of the beneficiaries of the said shares and a corresponding waiver by the shareholders in favour of the beneficiaries of the said shares of their preferential subscription rights to the said shares.

- **Duration**

This authorisation would be valid for a period of thirty-eight months from the date of the General Meeting. As from the date of the General Meeting, this authorisation would supersede any unused portion of any similar authorisation.

Overall ceiling on the amount of capital increases carried out pursuant to the 19th to 23rd and 25th to 27th resolutions of the General Meeting (28th resolution)

In the 28th resolution, shareholders are asked to set the maximum aggregate par value of capital increases that may be carried out under the delegations or authorisations granted in the 19th to 23rd and 25th to 27th resolutions of the General Meeting at €2 million.

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, any contractual stipulations providing for other cases of adjustment.

Amendment to 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 the financing of businesses and the attractiveness of France (known as the "Attractiveness" Law) concerning the terms and conditions for Board decisions (29th resolution)

In the 29th resolution, it is proposed that you amend the Company's Articles of Association (the "**Articles**") in order to benefit from the flexibility offered by the recent law no. 2024-537 of 13 June 2024 aimed at increasing the financing of businesses and the attractiveness of France (the "**Attractiveness Law**") with regard to decision-making by the Board of Directors, in particular by (i) extending the scope of decisions that can be adopted by written consultation of the members of the Board of Directors (including written consultation by electronic means), and (ii) allowing dematerialised deliberations of the Board of Directors to be extended to all deliberations, including for the preparation of the annual financial statements, the management report, the consolidated financial statements and the report on the management of the Group.

It is therefore proposed that Article 15.2 of the Articles of Association relating to the deliberations of the Board of Directors be amended as follows:

Article 15.2 - Deliberations <i>(current wording)</i>	Article 15.2 - Deliberations <i>(amended wording)</i>
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 of Directors may only validly deliberate if at least half of its members are present.	The Board of Directors may only validly deliberate if at least half of 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 shall have 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 shall have 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 telecommunication or any other means provided for by law, in accordance with the legal provisions on videoconferencing or telecommunication under the conditions set out in the internal rules adopted by the Board of Directors, subject to the cases where this possibility is prohibited by the applicable legal or regulatory provisions.
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 Board meeting, either in their own name or on behalf of a representative.	An attendance register is kept, which is signed by the members of the Board of Directors attending the Board meeting, either in their own name or on behalf of a representative.

Article 15.2 - Deliberations (current wording)	Article 15.2 - Deliberations (amended wording)
<p>Decisions falling within the Board of Directors' own remit as referred to in Article L. 225-37 of the French Commercial Code, decisions to transfer the registered office within the same département, and any other decisions provided for by the legal or regulatory provisions in force, may be taken by written consultation of the directors. The procedures for such consultation are set out in the internal regulations.</p>	<p>Decisions falling within the Board of Directors' own remit referred to in article L. 225-37 of the French Commercial Code, decisions to transfer the registered office within the same département, and any other decisions provided for by the legal or regulatory provisions in force, may be taken by written consultation of the directors, including by electronic means. Any member of the Board of Directors may object to the use of this method under the conditions described below. The consultation procedures are specified in the internal regulations.</p> <p>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.</p> <p>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 subject to having sent the Chairman of the Board of Directors a written request setting out the reasons for the objection before expiry of the consultation period. 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.</p> <p>The internal rules of the Board of Directors may specify, where applicable, other written consultation procedures not defined by the legal and regulatory provisions in force or by these Articles of Association.</p>

The Board of Directors invites you to vote in favour of the proposed resolutions.

THE BOARD OF DIRECTORS