

## Description of the share buyback program approved by the Combined Shareholders' Meeting of June 19, 2025

Pursuant to Article 241-2 of the General Regulations of the Autorité des marchés financiers (the "AMF") and Article 2 of Delegated Regulation (EU) 2016/1052, the purpose of this description is to detail the objectives and terms of the share buyback program by Planisware (the "Company" or "Planisware") authorized by the Combined Shareholders' Meeting of June 19, 2025, under its seventeenth resolution.

The share buyback program described in this document relates to Planisware shares admitted to trading on the regulated market of Euronext Paris (Compartment A, ISIN code FR001400PFU4, under the symbol "PLNW").

This document is available to the public on the Planisware website (<https://planisware.com/>) on the "Regulated Information" page of the "Investors" section and is brought to the attention of the public in accordance with the terms set out in Article 221-3 of the AMF's General Regulations.

In accordance with the provisions of Article 241-2 II of the AMF's General Regulations, during the implementation of the buyback program, any change to any of the information listed in this description will be brought to the attention of the public as soon as possible in accordance with the terms set out in Article 221-3 of the AMF's General Regulations, in particular by posting it on the Planisware website (<https://planisware.com/>).

### 1. Number of shares and percentage of capital held by Planisware, broken down by purpose

As of August 27, 2025, Planisware holds 14,034 of its own shares (under the liquidity contract entered into with Rothschild Martin Maurel described below), representing 0.02% of its share capital on that date.

It should be noted that Planisware entered into a liquidity agreement with Rothschild Martin Maurel on May 13, 2024, which took effect on May 14, 2024, in accordance with current regulations, and in particular AMF Decision No. 2021-01 of June 22, 2021.

The purpose of this agreement is for Rothschild Martin Maurel to promote Planisware shares on the regulated market of Euronext Paris in order to encourage liquidity in transactions and regularity in the listing of Planisware shares. For the implementation of this agreement, € 1,800,000 has been allocated to the liquidity account.

### 2. Number of shares and percentage of capital held by Planisware, broken down by purpose

Under the share buyback program approved by the Combined Shareholders' Meeting of June 19, 2025, purchases may be made in particular for the following purposes:

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 programs 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 program 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.

### **3. Maximum capital share, maximum number and characteristics of securities that Planisware intends to acquire, and maximum purchase price**

#### ***a. Maximum portion of capital that may be acquired***

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 program (including those purchased under the program) 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) 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.

For information purposes, as of August 27, 2025, taking into account the 14,034 shares held under the liquidity agreement entered into with Rothschild Martin Maurel described above, the maximum number of shares that may be acquired under the share buyback program is 7,011,738.

#### ***b. Characteristics of the shares concerned***

The shares concerned by the buyback program are Planisware shares admitted to trading on the regulated market of Euronext Paris (Compartment A, ISIN code FR001400PFU4, under the symbol "PLNW").

#### ***c. Maximum purchase price per share***

The maximum purchase price of shares under the share buyback program is 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.

The maximum amount of funds allocated to the share buyback program is set at € 385,132,000 (or the equivalent of this amount in any other currency on the dates of the buybacks).

#### ***d. Terms and conditions for shares buyback***

Shares may be acquired on regulated markets at any time within the limits authorised by the laws and regulations in force, excluding during a public offer period.

### **4. Period for which the buyback program is authorized**

Le programme de rachat d'actions est autorisé pour une durée de 18 mois à compter de l'autorisation donnée par l'assemblée générale mixte du 19 juin 2025, soit jusqu'au 19 décembre 2026, en l'absence de modification par une nouvelle décision d'assemblée générale d'actionnaires.

The share buyback program is authorized for a period of eighteen months from the date of authorization by the combined general meeting of June 19, 2025, i.e. until December 19, 2026, unless amended by a new decision of the general meeting of shareholders.