

BALO

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PLANISWARE

A public limited company with a share capital of €7,025,772.60 Registered
office: 200, avenue de Paris - 92320 Châtillon 403 262 082 R.C.S.
NANTERRE
(the "Company")

NOTICE PRIOR TO THE MEETING

The Company's shareholders are hereby notified that a Combined General Meeting will be held on **17 June 2026 at 9.00 am** at the Company's registered office, located at 200, avenue de Paris - 92320 Châtillon (the "Meeting").

The Meeting is called upon to resolve on the following agenda:

Agenda**Ordinary business:**

1. Approval of the company accounts for the 2025 financial year,
2. Approval of the consolidated financial statements for the 2025 financial year,
3. Allocation of the profit for the 2025 financial year and payment of the dividend,
4. Special report by the Statutory Auditors on regulated agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code,
5. Renewal of the appointments of KPMG SA as the Company's statutory auditors and as the auditor responsible for certifying sustainability information,
6. Reappointment of Ms Meriem Riadi as a director,
7. Renewal of Mr Yves Humblot's term of office as a director,
8. Approval of the information relating to the remuneration of corporate officers for the 2025 financial year referred to in Article L. 22-10-9 I of the French Commercial Code and set out in the corporate governance report (overall *ex-post say-on-pay*),
9. Approval of the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the 2025 financial year or awarded in respect of the same financial year to Mr Pierre Demonsant, Chairman of the Board of Directors,
10. Approval of the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the 2025 financial year or awarded in respect of that financial year to Mr Loïc Sautour, Chief Executive Officer,
11. Approval of the remuneration policy applicable to members of the Board of Directors for the 2026 financial year,
12. Approval of the remuneration policy applicable to the Chairman of the Board of Directors for the 2026 financial year,
13. Approval of the remuneration policy applicable to the Chief Executive Officer for the 2026 financial year,
14. Authorisation to be granted to the Board of Directors to deal with the Company's shares,

Extraordinary items:

15. Delegation of authority to the Board of Directors to decide on an increase in the Company's share capital through the issue of shares and/or securities giving immediate or future access to the share capital, with the removal of pre-emptive subscription rights, reserved for a specific category of persons (foreign employees of the Group, of any UCITS or banking entity or institution, or an entity affiliated with such an institution, as part of the implementation of employee share ownership schemes),
16. Delegation of authority to be granted to the Board of Directors to decide on an increase in the Company's share capital through the issue of ordinary shares and/or securities conferring immediate or future rights to the share capital, with the exclusion of pre-emptive subscription rights, reserved for members of savings plans,
17. Overall ceiling on the amount of capital increases carried out pursuant to the 15th and 16th resolutions of this general meeting, as well as the 19th to 23rd and 27th resolutions of the general meeting of 19 June 2025,

Ordinary business:

18. Powers of attorney for the formalities.

TEXT OF THE DRAFT RESOLUTIONS**Resolutions falling within the remit of the ordinary general meeting****First resolution** *(Approval of the company accounts for the 2025 financial year)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having considered the Board of Directors' management report, including the corporate governance report and the sustainability report, and the Statutory Auditors' reports, approves in their entirety the aforementioned reports, the company financial statements for the financial year ended 31 December 2025 comprising the balance sheet, the income statement and the notes to the financial statements, as presented to it, which show a net profit of €49,799,632, as well as the transactions reflected in these financial statements and summarised in these reports.

Second resolution *(Approval of the consolidated financial statements for the 2025 financial year)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having considered the Board of Directors' management report, including the corporate governance report and the sustainability report, and the Statutory Auditors' reports, hereby approves in their entirety the aforementioned reports, the consolidated financial statements for the financial year ended 31 December 2025 comprising the balance sheet, the income statement and the notes to the financial statements, as presented to it, which show a consolidated profit attributable to the group of €50,000,769, as well as the transactions reflected in these financial statements and summarised in these reports.

Third resolution *(Allocation of the profit for the 2025 financial year and payment of the dividend)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, noting that the net profit for the financial year ended 31 December 2025 amounts to €49,799,632, that the statutory reserve amounts to €700,240, and that the other reserves amount to €116,075,544, resolves to allocate the distributable profit, corresponding to the profit for the financial year, where applicable, less any prior losses and sums to be transferred to reserves in accordance with the law and the Articles of Association, and increased by the profit carried forward, as follows:

	In euros
Net profit for the 2025 financial year	49,799,632
Other reserves for 2025	116,075,544
Total	165,875,176
Statutory reserve	2,337
Other reserves	140,580,058
Dividend	25,292,781
Total	165,875,176

The total amount of the distribution referred to above is calculated on the basis of the number of shares carrying dividend rights as at 31 December 2025, i.e. 70,257,726 shares, and may vary if the number of shares carrying dividend rights changes between ¹ January 2026 and the ex-dividend date, depending in particular on the number of treasury shares (not included in the number of shares carrying dividend rights as at 31 December 2025), as well as definitive allocations of bonus shares (if the beneficiary is entitled to the dividend in accordance with the provisions of the relevant plans).

The dividend is set at €0.36 per share for each of the 70,257,726 shares carrying dividend rights.

The dividend will be ex-dividend on 22 June 2026 and paid from 24 June 2026. It is specified that, should the Company hold any of its own shares at the time of payment of these dividends, the amounts corresponding to the dividends not paid in respect of such shares will be allocated to retained earnings.

The dividend referred to above is stated before any tax and/or social security deductions that may apply to the shareholder depending on their individual circumstances. The dividend paid to individuals resident in France for tax purposes is automatically subject to a single flat-rate levy (PFU) on the gross dividend at a flat rate of 12.8% (Article 200 A of the General Tax Code), or, subject to an annual, express and irrevocable election, to income tax at the progressive rate following a 40% allowance (Article 200 A, 2. and 158, 3., 2° of the General Tax Code). This option, which is comprehensive and applies to all income falling within the scope of the PFU, must be exercised when filing the tax return, at the latest by the filing deadline. The dividend is also subject to social security contributions at a rate of 17.2%. The portion of social security contributions relating to the CSG due on dividends when they are taxable under the progressive income tax scale is, up to 6.8 percentage points, deductible from taxable income in the year of payment (Article 154 quinquies, II of the General Tax Code).

Taxpayers whose reference taxable income exceeds certain thresholds are subject to the exceptional contribution on high incomes (CEHR) at a rate of 3% or 4%, as the case may be, in accordance with Article 223 sexies of the General Tax Code and, where applicable, to the new differential contribution on high incomes (CDHR) designed to ensure a minimum tax rate of 20% of the reference taxable income provided for in Article 1417, IV-1° of the General Tax Code to income tax in accordance with Article 224 of the General Tax Code). Shareholders, regardless of their circumstances, are advised to consult their usual tax adviser.

In accordance with legal provisions, the General Meeting notes that, for the three financial years preceding the 2025 financial year, the following dividends were distributed:

Information on dividends and other income distributed for the last three financial years			
As for the financial year	Income eligible for the 40% allowance		Income not eligible for the 40% allowance (in euros)
	Dividends (in euros)	(in Other distributed income (in euros))	
2022	15,612,975	0	0
2023	20,817,300	0	0
2024	21,771,717	0	0

Fourth resolution (*Special report by the Statutory Auditors on regulated agreements and commitments referred to in Articles L. 225-38 et seq. of the Commercial Code*)

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the Statutory Auditors' special report on agreements and commitments subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code, takes note of the terms of the said special report, which makes no mention of any new agreements entered into during the financial year ended 31 December 2025.

Fifth resolution (*Renewal of the terms of office of KPMG SA as the Company's Statutory Auditors and as the auditor responsible for certifying sustainability information*)

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having considered the report of the Board of Directors, resolves to renew, with effect from the close of this General Meeting, the term of office of

KPMG SA, a public limited company with its registered office at Tour Eqho, 2 Avenue Gambetta, 92400 Courbevoie, registered in the Nanterre Trade and Companies Register under number 775 726 417,

as the Company's Statutory Auditor and as the auditor responsible for certifying the Company's sustainability information, for a term of six (6) financial years, i.e. until the conclusion of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2031.

Sixth resolution *(Reappointment of Ms Meriem Riadi as a director)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having considered the report of the Board of Directors and the corporate governance report, resolves to re-appoint, with effect from the conclusion of this General Meeting, Ms Meriem Riadi as a director of the Company for a term of four years, i.e. until the conclusion of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2029.

Seventh resolution *(Reappointment of Mr Yves Humblot as a director)*

The general meeting, acting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having considered the report of the Board of Directors and the corporate governance report, resolves to re-appoint, with effect from the close of this general meeting, Mr Yves Humblot as a director of the Company for a term of four years, i.e. until the conclusion of the annual ordinary general meeting called to approve the financial statements for the financial year ending 31 December 2029.

Eighth resolution *(Approval of the information relating to the remuneration of corporate officers for the financial year 2025 referred to in Article L. 22-10-9, I of the French Commercial Code, as set out in the corporate governance report (ex post global say-on-pay))*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with 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 set out 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 contained in Chapter 3 of the 2025 Universal Registration Document.

Ninth resolution *(Approval of the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the 2025 financial year or awarded in respect of that financial year to Mr Pierre Demonsant, Chairman of the Board of Directors)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the 2025 financial year or allocated in respect of the 2025 financial year to Mr Pierre Demonsant, Chairman of the Board of Directors, as set out in sections 3.3.2.2, 3.3.2.5 and 3.3.2.6 of the corporate governance report contained in Chapter 3 of the 2025 Universal Registration Document.

Tenth resolution *(Approval of the fixed, variable and exceptional components comprising the total remuneration and benefits of any kind paid during the 2025 financial year or granted in respect of the same financial year to Mr Loïc Sautour, Chief Executive Officer)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the 2025 financial year or allocated for the 2025 financial year to Mr Loïc Sautour, Chief Executive Officer, as set out in sections 3.3.2.4, 3.3.2.5 and 3.3.2.7 of the corporate governance report contained in Chapter 3 of the 2025 Universal Registration Document.

Eleventh resolution *(Approval of the remuneration policy applicable to members of the Board of Directors for the 2026 financial year)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the corporate governance report referred to in 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 of Directors for the 2026 financial year, as set out in sections 3.3.1 and 3.3.3.1 of the corporate governance report contained in Chapter 3 of the 2025 Universal Registration Document.

Twelfth resolution *(Approval of the remuneration policy applicable to the Chairman of the Board of Directors for the 2026 financial year)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the corporate governance report referred to in 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 of Directors for the 2026 financial year, as set out in sections 3.3.1 and 3.3.2.1 of the corporate governance report contained in Chapter 3 of the 2025 Universal Registration Document.

Thirteenth resolution *(Approval of the remuneration policy applicable to the Chief Executive Officer for the 2026 financial year)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having taken note of the corporate governance report referred to in 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 for the 2026 financial year, as set out in sections 3.3.1 and 3.3.2.3 of the corporate governance report contained in Chapter 3 of the 2025 Universal Registration Document.

Fourteenth resolution *(Authorisation to be granted to the Board of Directors to carry out transactions involving the Company's shares)*

The General Meeting, acting in accordance with the quorum and majority requirements for ordinary general meetings, having considered the report of the Board of Directors, authorises the Board of Directors, with the power to sub-delegate under the conditions laid down by law, in accordance with the provisions of Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the Commercial Code, to purchase or arrange for the purchase of shares in the Company, in particular with a view to:

1. stimulating the secondary market or the liquidity of the Company's shares by an investment services provider under a liquidity agreement in accordance with accepted market practice established by the Autorité des marchés financiers (as amended from time to time); or
2. implementing any share option scheme for the Company's shares under the provisions of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the Commercial Code or any similar scheme; or
3. the allocation or transfer of shares to employees in recognition of their contribution to the company's growth or the implementation of any company or group savings scheme (or similar scheme) under the conditions provided for by law, in particular Articles L. 3332-1 et seq. of the Labour Code, as well as any other share ownership scheme for employees and directors of the Company and its subsidiaries; or
4. the allocation of bonus shares pursuant to the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the Commercial Code; or
5. in general, to fulfil obligations relating to share option schemes or other share allocations to employees or corporate officers of the Company or an associated company; or
6. the delivery of shares upon the exercise of rights attached to securities giving access to the share capital by way of redemption, conversion, exchange, presentation of a warrant or in any other manner; or
7. the cancellation of all or part of the securities thus repurchased, in accordance with the authorisation granted or to be granted by the extraordinary general meeting; or
8. the issue of shares (by way of exchange, payment or otherwise) in connection with external growth transactions, mergers, demergers or contributions.

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

Purchases of the Company's shares may relate to such a number of shares that, on the date of each repurchase, the total number of shares purchased by the Company since the start of the buy-back programme (including those subject to the said repurchase) does not exceed 10% of the shares comprising the Company's share capital on that date (taking into account transactions affecting it after the date of this general meeting), i.e., for information purposes, a repurchase limit of 7,025,772 shares based on a share capital of 70,257,726 shares as at 31 December 2025, it being specified that (i) the number of shares acquired for the purpose of holding them and subsequently transferring them as part of a merger, demerger or contribution transaction may not exceed 5% of its share capital; and (ii) where shares are repurchased to promote liquidity under the conditions set out in the General Regulations of the Autorité des marchés financiers, the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorisation. In accordance with the law, the number of shares held on a given date may not exceed 10% of the Company's share capital on that same date.

The acquisition, disposal or transfer of shares may be carried out at any time within the limits permitted by the applicable laws and regulations, except during a public offer, and by any means, including on regulated markets, multilateral trading facilities, through systematic internalisers or over-the-counter, including through the acquisition or disposal of blocks (including off-market), by way of a public takeover or exchange offer, or through the use of options or other financial derivatives traded on regulated markets, multilateral trading facilities, with systematic internalisers or over-the-counter, or by the delivery of shares following the issue of securities giving access to the Company's share capital through conversion, exchange, redemption or the exercise of a warrant, either directly or indirectly through an investment services provider, or in any other manner (without limiting the proportion of the buy-back programme that may be carried out by any of these means).

The maximum purchase price of the shares under this authorisation shall be 30 euros (or the equivalent 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 upon from 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 share acquisitions subsequent to the date of this general meeting.

The general meeting delegates to the Board of Directors, in the event of a change in the par value of the share, a capital increase through the capitalisation of reserves, a bonus issue, a share split or consolidation, a distribution of reserves or any other assets, a capital write-down, or any other transaction relating to the share capital or equity, the power to adjust the aforementioned maximum purchase price in order to take account of the impact of such transactions on the value of the share.

The maximum amount of funds allocated to the share buyback programme authorised above is set at €210,773,160 (or the equivalent value of this amount, at the dates of the buybacks, in any other currency).

The General Meeting grants full powers to the Board of Directors, with the right to sub-delegate in accordance with the law, to decide on and implement this authorisation, to specify, if necessary, the terms and to determine the procedures for carrying 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, and to determine the procedures by which, where applicable, the preservation of 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, to contractual provisions providing for other cases of adjustment, to make all necessary declarations to the Autorité des marchés financiers and any other competent authority and to complete all other formalities and, generally speaking, to do whatever is necessary in this regard.

This authorisation is granted for a period of eighteen months from the date of this general meeting. This authorisation supersedes the authorisation granted to the Board of Directors by the general meeting of 19 June 2025 in its seventeenth ordinary resolution.

Resolutions falling within the competence of the extraordinary general meeting

Fifteenth resolution (*Delegation of authority to be granted to the Board of Directors to decide on an increase in the Company's share capital through the issue of shares and/or securities giving immediate or future access to the capital, with the removal of pre-emptive subscription rights, reserved for a specific category of persons (foreign employees of the Group, of any UCITS or banking entity or institution or entity affiliated with such an institution, as part of the implementation of employee share ownership schemes)*)

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the Commercial Code:

1. notes that 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 (the employees, early retirees or pensioners and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the Labour Code of companies within the Planisware Group whose registered office is situated in one of these countries, and the employees, early retirees or pensioners of Group companies residing in these same countries are hereinafter referred to as "**Foreign Employees**", the "Group" comprising the Company and the French or foreign companies included within the scope of consolidation of the Company's accounts pursuant to Articles L. 3344-1 et seq. of the Labour Code) and that it may be desirable to offer certain Foreign Employees alternative schemes to those available to French residents who are members of one of the employee savings plans set up by one of the Group companies;
2. delegates to the Board of Directors, with the power to sub-delegate under the conditions laid down by law, its authority to carry out a capital increase, with the removal of pre-emptive subscription rights, on one or more occasions, in France or abroad, in such proportions and at such times as it deems fit, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, for consideration or free of charge, by the issue of (i) ordinary shares of 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 manner, to the Company's share capital and/or to debt securities of the Company, reserved for the following category of beneficiaries: (a) Foreign Employees, (b) UCITS or other entities, whether or not having legal personality, representing employee share ownership invested in the Company's securities, whose unit holders or shareholders shall consist of Foreign Employees, and/or (c) any banking institution or entity controlled by such an institution within the meaning of Article L. 233-3 of the Commercial Code acting at the Company's request to implement a structured offer to Foreign Employees, presenting an economic profile comparable to an employee share ownership scheme that would be established in the context of a capital increase carried out pursuant to the sixteenth resolution of this general meeting;
3. resolves to set the limits on the amounts of authorised capital increases as follows in the event that the Board of Directors exercises this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at 1% of the share capital on the date of the Board of Directors' decision, it being specified that this amount shall be deducted (i) from the overall ceiling provided for in the seventeenth resolution of this general meeting, as well as (ii) from the ceiling referred to in 2. of the sixteenth resolution of this general meeting or, where applicable, against any limits that may be provided for by resolutions of a similar nature that may follow these resolutions during the term of validity of this delegation;
 - to these limits shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions 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;
4. resolves to waive, in favour of the aforementioned categories of beneficiaries, the shareholders' pre-emptive subscription rights to the securities covered by this resolution;
5. resolves that this delegation of authority may be exercised solely for the purpose of achieving the objective set out in paragraph 1 of this resolution;

6. resolves that the issue price of the new shares or securities giving access to the share capital to be issued pursuant to this delegation shall 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 shall be equal to (i) the average of the closing prices quoted for the Company's share during the twenty trading sessions 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 comprehensive employee share ownership plan implemented in France and abroad, at the price determined 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 sixteenth resolution of this General Meeting;
7. resolves that the Board of Directors, with the power to sub-delegate in accordance with the conditions provided for by law, shall have full powers to implement this delegation of authority, in particular to:
 - decide on the issue of the securities referred to in point 2 of this delegation of authority;
 - determine the list of the beneficiary or beneficiaries of the waiver of pre-emptive subscription rights within the category defined above, as well as the number of shares or securities giving access to the capital to be subscribed for by each of them;
 - set, where applicable, the terms and conditions for the exercise of rights (where applicable, rights of conversion, exchange or redemption, including through the transfer of the Company's 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 allocation of debt securities and, in particular, set the date, even if retroactive, from which the new shares will carry dividend rights, as well as all other terms and conditions for the implementation of the capital increase;
 - set out the terms and conditions under which the Company shall, where applicable, have the option to purchase or exchange on the stock exchange, at any time or during specified periods, securities giving access to the share capital with a view to cancelling them or not, subject to the relevant legal provisions;
 - provide for the option to suspend, where applicable, the exercise of rights attached to shares or securities giving access to the share capital in accordance with legal and regulatory provisions;
 - to determine the amounts of the issues to be carried out pursuant to this authorisation and, in particular, to set the issue prices, dates, time limits, terms and conditions of subscription, payment, issue and entitlement to dividends (including retroactively), the rules governing reductions in the event of oversubscription, as well as the other terms and conditions of the issues, within the limits of the laws and regulations in force;
 - to determine and make any adjustments necessary to take account of the impact of transactions on the Company's share capital or equity, in particular in the event of a change in the nominal value of the share, a capital increase through the capitalisation of reserves, profits or premiums, a bonus issue, a share split or consolidation, a dividend distribution, reserves or premiums or any other assets, capital write-downs, or any other transaction relating to the share capital or equity (including in the event of a public offer and/or a change of control), and to determine any other terms and conditions to ensure, in accordance with legal and regulatory provisions and, where applicable, 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 by means of cash adjustments);
 - to record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
 - on its own initiative, charge the costs of capital increases to the amount of the related premiums and deduct from this amount the sums necessary to fund the statutory reserve;
 - in general, enter into any agreement, in particular to ensure the successful completion of the proposed issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto, and, more generally, do whatever is necessary in this regard;
8. sets the term of validity of the delegation of authority covered by this resolution at eighteen months from the date of this general meeting;
9. notes that this delegation renders null and void, with effect from this day, to the extent, if any, of the unused portion, any previous delegation having the same purpose.

Sixteenth resolution (*Delegation of authority to be granted to the Board of Directors to decide on an increase in the Company's share capital through the issue of ordinary shares and/or securities giving immediate or future access to the share capital, with the removal of pre-emptive subscription rights, reserved for members of savings plans*)

The General Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance, on the one hand, with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the Commercial Code and, on the other hand, to those of Articles L. 3332-18 to L. 3332-24 of the Labour Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions laid down by law, its authority to decide on an increase in the share capital with the cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in such proportion and at such times as it deems fit, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, for consideration or free of charge, through the issue of (i) ordinary shares of 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 voucher or in any other manner, to the Company's share capital and/or to debt securities of the Company, reserved for members of one or more employee savings schemes (or any other scheme for whose members Articles L. 3332-1 et seq. of the Labour Code or any similar law or regulation would permit a capital increase to be reserved under equivalent conditions) established within a company or group of companies, whether French or foreign, falling within the scope of the Company's consolidated or combined accounts pursuant to Article L. 3344-1 of the Labour Code, it being specified that this resolution may be used for the purposes of implementing leveraged arrangements;
2. resolves to set the limits on the amounts of authorised capital increases as follows in the event that the Board of Directors makes use of this delegation of authority:
 - the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorisation is set at 1% of the share capital as at the date of the Board of Directors' decision, it being specified that this amount shall be deducted from the overall ceiling provided for in the seventeenth resolution of this General Meeting or, where applicable, against the overall ceiling that may be provided for by a resolution of the same nature that may succeed the said resolution during the term of validity of this delegation;
 - to these limits shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions 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;
3. resolves that the issue price of the new shares or securities giving access to the share capital shall be determined in accordance with the conditions set out in Articles L. 3332-18 et seq. of the Labour Code and shall be at least equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price where the lock-up period provided for in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is ten years or more (it being specified that the discount levels mentioned in this paragraph may be amended in the event of changes to the regulations in force). For the purposes of this paragraph, **the "Reference Price"** means the weighted average of the quoted prices of 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 scheme);
4. expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the aforementioned discount relative to the Reference Price, within legal and regulatory limits, in order to take account, in particular, of the legal, accounting, tax and social security regimes applicable locally;
5. authorises the Board of 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 securities giving access to the share capital to be issued or already issued, by way of substitution for all or part of the discount relative to the Reference Price and/or as a top-up, it being understood that the benefit resulting from such allocation may not exceed the applicable legal or regulatory limits;

6. resolves to waive, in favour of the beneficiaries indicated above, the shareholders' pre-emptive subscription rights to the securities covered by this resolution, the said shareholders further waiving, in the event of a free allocation to the beneficiaries indicated above of shares or securities giving access to the capital, to any rights attached to such shares or securities giving access to the capital, including the portion of reserves, profits or premiums incorporated into the capital, by virtue of the free allocation of such securities made on the basis of this resolution;
7. authorises the Board of Directors, subject to the terms of this delegation, to carry out share disposals to members of a company or group savings plan (or similar scheme) as provided for in Article L. 3332-24 of the Labour Code, it being specified that share sales made at a discount to members of one or more employee savings schemes referred to in this resolution shall be deducted, up to the nominal value of the shares thus sold, from the amounts of the ceilings referred to in 2. above;
8. resolves that the Board of Directors, with the power to sub-delegate under the conditions laid down by law, shall have full powers to implement this delegation of authority, in particular to:
 - decide on the issue of the securities referred to in 1. of this delegation of authority;
 - decide on the issue amount, the issue price and the amount of the premium that may be charged on issue or, where applicable, the amount of reserves, profits or premiums that may be capitalised;
 - determine the dates and terms of the issue, the nature, number and characteristics of the securities to be created;
 - determine, in accordance with the law, the list of companies whose beneficiaries, as indicated above, may subscribe for the shares or securities giving access to the share capital thus issued and, where applicable, receive shares or securities giving access to the share capital allocated free of charge;
 - decide that subscriptions may be made directly by the beneficiaries, who are members of a company or group savings scheme (or similar scheme), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;
 - determine the conditions, in particular regarding length of service, which beneficiaries of capital increases must meet;
 - in the event of the issue of debt securities, to set all the characteristics and terms of such securities (in particular whether they are fixed-term or not, whether they are subordinated or not, and their remuneration) and to amend, during the term of such securities, the terms and characteristics referred to above, in accordance with the applicable formalities;
 - determine, where applicable, the terms and conditions for exercising rights (where applicable, rights to conversion, exchange, redemption, including through the delivery of the Company's assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the share capital or to the allocation of debt securities and, in particular, to set the date, even retroactively, from which the new shares will carry dividend rights, as well as all other terms and conditions for the implementation of the capital increase;
 - to lay down the terms and conditions under which the Company shall, where applicable, have the power to purchase or exchange on the stock exchange, at any time or during specified periods, securities conferring rights to the capital, with a view to cancelling them or not, subject to the relevant legal provisions;
 - to provide for the option to suspend, where appropriate, the exercise of rights attached to shares or securities giving access to the share capital in accordance with statutory and regulatory provisions;
 - to determine the amounts of issues to be carried out pursuant to this delegation and, in particular, to set the issue prices, dates, time limits, terms and conditions of subscription, payment, issue and entitlement to dividends (including retroactively), the rules governing reductions in the event of oversubscription, as well as the other terms and conditions of the issues, within the limits of the laws and regulations in force;

- in the event of a bonus issue of shares or securities giving access to the capital, to determine the nature 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 allocated to each beneficiary, and to set the dates, time limits, terms and conditions for the allocation of such shares or securities giving access to the share capital within the limits of the laws and regulations in force, and in particular to choose either to substitute, in whole or in part, the allocation of such shares or securities giving access to the share capital for the discounts relative to the Reference Price provided for above, or to set off the value of such shares or securities against the total amount of the employer's contribution, or to combine these two options;
 - at its sole discretion, to set off the costs of capital increases against the amount of the related premiums and to deduct from this amount the sums necessary to fund the statutory reserve;
 - determine and make any adjustments necessary to take account of the impact of transactions on the Company's share capital or equity, in particular in the event of a change in the nominal value of the share, a capital increase through the capitalisation of reserves, profits or premiums, a bonus issue, a share split or consolidation, a dividend distribution, reserves or premiums or any other assets, capital write-downs, or any other transaction relating to the share capital or equity (including in the event of a public offer and/or a change of control), and to determine any other terms and conditions to ensure, in accordance with legal and regulatory provisions and, where applicable, 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 by means of cash adjustments);
 - in the event of the issue of new shares, to charge, where applicable, to reserves, profits or share premium accounts, the sums necessary for the payment-up of such shares;
 - to record the completion of each capital increase and to make the corresponding amendments to the Articles of Association;
 - in general, enter into any agreement, in particular to ensure the successful completion of the proposed issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto, and, more generally, do whatever is necessary in this regard;
9. sets the term of validity of the delegation of authority covered by this resolution at twenty-six months from the date of this general meeting;
10. notes that this delegation renders null and void, with effect from this day, to the extent, where applicable, of the portion not yet utilised, any delegation of authority having the same purpose.

Seventeenth resolution (*Overall ceiling on the amount of capital increases carried out pursuant to the 15th and 16th resolutions of this general meeting, as well as the 19th to 23rd and 27th resolutions of the general meeting of 19 June 2025*)

The meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having considered the report of the Board of Directors and the special report of the Statutory Auditors, resolves that the maximum aggregate nominal amount of capital increases that may be carried out pursuant to the delegations or authorisations granted by the 15th and 16th resolutions of this general meeting, as well as under the 19th to 23rd and 27th resolutions of the general meeting of 19 June 2025, shall be set at €2 million or the equivalent in any other currency or monetary unit established by reference to several currencies. To these limits shall be added, where applicable, the nominal amount of the shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions 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.

Resolution falling within the competence of the Ordinary General Meeting

Eighteenth resolution (*Powers for formalities*)

The General Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, grants full powers to the bearer of an original, a copy or an extract of the minutes of its proceedings to carry out all filings and formalities required by law.

I. PRELIMINARY FORMALITIES FOR ATTENDING THE MEETING

Shareholders may attend the Meeting regardless of the number of shares they hold, notwithstanding any provisions to the contrary in the Articles of Association.

The right to attend the Company's general meetings is evidenced by the registration of the shares in the name of the shareholder or the intermediary registered on their behalf in accordance with Article R. 22-10-28 of the French Commercial Code, on the fifth working day preceding the relevant meeting, i.e. for the Meeting on **10 June 2026** at midnight, Paris time:

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

The registration of the shares in the bearer share accounts held by the authorised intermediary must be evidenced by a certificate of attendance issued by the latter, where applicable electronically in accordance with the conditions set out in Article R. 225-61 of the French Commercial Code, and attached to the postal voting or proxy form ("**Single Voting Form**"), or, alternatively, 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. METHODS OF PARTICIPATION IN THE MEETING

Shareholders may choose one of the following three methods to exercise their voting rights at the Meeting:

- attending the Meeting;
- granting a proxy to the Chairman of the Meeting or to any natural or legal person;
- vote by post or online via the VOTACCESS website.

In addition to the single paper voting form, shareholders will be able to submit their voting instructions, appoint or revoke a proxy, or request an admission card online prior to the Meeting via the VOTACCESS website, subject to the conditions set out below.

The VOTACCESS website for the Meeting will be open from **29 May 2026 at 12 noon** (Paris time) until the day before the Meeting, i.e. **16 June 2026** at 3 pm (Paris time).

To avoid any potential congestion on the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to submit their voting instructions.

1. To attend the Meeting in person

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

Online:

- for shareholders holding shares in registered form: they may access the voting site via their Shareholder Portal at <https://www.investors.uptevia.com/>. Shareholders holding shares in their own name must log in to their Shareholder Portal using their usual login details. Once logged in, they must follow the on-screen instructions to access the VOTACCESS site and request their admission card.
- For shareholders holding administered registered shares and/or employee shareholders: they may access the voting site via the VoteAG website <https://www.voteag.com/>. Shareholders with administered registered shares and/or employee shareholders must log in to VoteAG using the temporary codes provided on the Single Voting Form or in the electronic notice of meeting. Once on the VoteAG homepage, they must follow the on-screen instructions to access the VOTACCESS site and request an admission card.

- For bearer shareholders: it is the bearer shareholder's responsibility to ascertain whether their financial intermediary, who manages their securities account, is connected to the VOTACCESS site and, if so, to check the terms and conditions of use for the VOTACCESS site. If the shareholder's financial intermediary is connected to the VOTACCESS website, the shareholder must log in to their financial intermediary's online portal using their usual login details. They must then follow the on-screen instructions to access the VOTACCESS website and request their admission card.

By post:

- for registered shareholders: the registered shareholder must complete the Single Voting Form, enclosed with the notice of meeting sent to them, stating 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: the bearer shareholder must ask their financial intermediary, who manages their securities account, to have an admission card sent to them.

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

Shareholders who have not received their admission card within five working days prior to the Meeting are invited to:

- For registered shareholders, to attend the Meeting in person on the day, proceeding directly to the counters specifically designated for this purpose, bringing proof of identity;
- For bearer shareholders, ask their financial intermediary to issue a certificate of attendance proving their status as a shareholder by the fifth working day prior to the Meeting.

2. To vote by proxy or by post

If 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 proxy to any natural or legal person of their choice in accordance with the conditions set out in Articles L. 22-10-39 and L. 225-106 I of the Commercial Code;
- vote by post; In accordance with the

following procedures:

By electronic means:

- for shareholders holding registered shares: they may access the voting website via their Shareholder Portal at <https://www.investors.uptevia.com/>: Shareholders holding shares in pure registered form must log in to their Shareholder Portal using their usual login details. Once logged in, they must follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy.
- For shareholders holding administered registered shares and/or employee shareholders: they may access the voting site via the VoteAG website <https://www.voteag.com/>: Registered shareholders and/or employee shareholders must log in to VoteAG using the temporary codes provided on the Single Voting Form or in the electronic notice of meeting. Once on the site's home page, they must follow the on-screen instructions to access the VOTACCESS site and vote, appoint or revoke a proxy.

- For bearer shareholders: it is the bearer shareholder's responsibility to ascertain whether their financial intermediary, who manages their securities account, is connected to the VOTACCESS website and, if so, to familiarise themselves with the terms of use of the VOTACCESS website. If the financial intermediary is connected to the VOTACCESS website, the shareholder must log in to their financial intermediary's online portal using their usual login details. They must then follow the on-screen instructions to access the VOTACCESS website and vote, or appoint or revoke a proxy.

If the shareholder's financial intermediary is not connected to the VOTACCESS website, it is 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 email to the following email address: ct-mandataires-assemblees@uptevia.com. This email must include, as an attachment, a scanned copy of the Single Voting Form, duly completed and signed. Bearer shareholders must also enclose with their submission the certificate of participation issued by their authorised intermediary. Only notifications of the appointment or revocation of proxies that have been duly signed, completed, received and confirmed no later than the day before the Meeting, i.e. 16 June 2026 at 3.00 pm (Paris time), may be taken into account.

By post:

- for registered shareholders: the registered shareholder must complete the Single Voting Form, enclosed with the notice of meeting sent to them, and then return it, dated and signed, using the T-envelope enclosed with the notice of meeting.
- For bearer shareholders: the bearer shareholder must request the Single Voting Form from their financial intermediary, who manages their securities account, and then return it to them, dated and signed. The financial intermediary will then forward it to Uptevia, accompanied by a certificate of shareholding.

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

It is specified that, for any proxy form not specifying a proxy holder, the Chairman of the Meeting will cast a vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against all other draft resolutions.

The Single Voting Forms are sent automatically by post to shareholders holding shares in a pure registered account or an administered account.

For holders of bearer shares, the Single Voting Forms will be sent to them upon request received by ordinary post by **Uptevia - General Meetings Department - Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex** no later than six days before the date of the General Meeting.

Shareholders who have submitted a request for an admission card, a proxy form or a postal voting form will no longer be able to change the method by which they attend the Meeting.

In the event that a single voting form is returned by a registered intermediary, the Company reserves the right to contact said intermediary to ascertain 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 preferably be sent electronically to the following address: assembleegenerale@planisware.com (or to the Company's registered office by registered letter with acknowledgement of receipt), no later than the fourth working day preceding the date of the Meeting, i.e. 11 June 2026. They must be accompanied by a certificate of registration in the share register.

IV. — REQUEST FOR THE INCLUSION OF DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA

Reasoned requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the applicable legal requirements must be sent electronically to the following address: assemblee generale@planisware.com or to the Company's registered office by registered letter with acknowledgement of receipt, and must be received no later than twenty-five days before the Meeting is held, and may not be sent more than twenty days after the date of the notice convening the Meeting. Such requests must be accompanied by a certificate of shareholding confirming that the authors of the request hold or represent the proportion of the share capital required by Article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the text of the draft resolutions will be published on the Company's website (www.planisware.com), in accordance with Article R. 22-10-23 of the French Commercial Code. The request for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be accompanied by a brief statement of reasons.

It is also noted that the General Meeting's consideration of the items on the agenda and the resolutions to be presented is subject to the interested parties submitting, no later than midnight (Paris time) on the fifth working day preceding the General Meeting, a new certificate confirming that their shares have been registered in their name under the same conditions as those set out above.

V. — RIGHT OF ACCESS

In accordance with the law, all documents required to be communicated to this Meeting will be made available to shareholders, within the statutory time limits, at the Company's registered office and on its website www.planisware.com.

In accordance with Articles R. 225-76 and R. 225-88 of the Commercial Code, as amended by Decree No. 2026-94 of 13 February 2026, the publication on the Company's website of the documents and information referred to in Articles R. 225-81 and R. 225-83 shall constitute notification to shareholders.

The Board of Directors