

## PLANISWARE

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

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### REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING 17 JUNE 2026

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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 17 June 2026 (the "**General Meeting**"):

**Ordinary :**

1. Approval of the parent company financial statements for financial year 2025,
2. Approval of the consolidated financial statements for financial year 2025,
3. Appropriation of net profit for financial year 2025 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. Renewal of the appointment of KPMG S.A. as the Company's statutory auditors and as the auditor responsible for certifying the sustainability-related information,
6. Renewal of the Director's mandate of Meriem Riadi,
7. Renewal of the Director's mandate of Yves Humblot,
8. Approval of the information relating to the remuneration of corporate officers in respect of the 2025 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*),
9. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during financial year 2025 or granted 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 of the total remuneration and benefits in kind paid during financial year 2025 or granted in respect of the same financial year to Mr Loïc Sautour, Chief Executive Officer,
11. Approval of the remuneration policy applicable to members of the Board of Directors for financial year 2026,
12. Approval of the remuneration policy applicable to the Chairman of the Board of Directors for financial year 2026,

13. Approval of the remuneration policy applicable to the Chief Executive Officer for financial year 2026,

14. Authorisation for the Board of Directors to trade in the Company's shares,

**Extraordinary :**

15. Delegation of authority to the Board of Directors to decide to increase the Company's share capital by issuing shares and/or securities giving access to the capital immediately or in the future, with the removal of pre-emptive subscription rights, reserved for a category of persons (foreign employees of the Group, of any UCITS or banking establishment or entity, or an entity affiliated to such an establishment, as part of the implementation of employee share ownership plans),

16. 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 access to the capital immediately or in the future, with the removal of pre-emptive subscription rights, reserved for members of saving plans,

17. Overall ceiling on the amount of capital increases carried out pursuant to the 15<sup>th</sup> and 16<sup>th</sup> resolutions of this general shareholders' meeting, as well as the 19<sup>th</sup> to 23<sup>rd</sup> and 27<sup>th</sup> resolutions of the general shareholders' meeting of June 19, 2025,

**Ordinary :**

18. 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.° 56 on 11 May 2026 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 2025 financial year included in the 2025 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 2026 financial year, the Company has continued to operate in the normal course of business. Post-balance sheet events are described in Note 20 to the 2025 financial statements, set out in section 6.3.3 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 1<sup>st</sup> to 14<sup>th</sup> and 18<sup>th</sup> 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, 2025, appropriation of net income and declaration of dividend (1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> resolutions)**

The 1<sup>st</sup> and 2<sup>nd</sup> resolutions relate to the approval of the parent company and consolidated financial statements for the year ended December 31, 2025, as approved by the Board of Directors on March 23, 2026, which show a net profit of 49,799,632 euros and a consolidated profit (Group share) of 50,000,769 euros respectively.

The 3<sup>rd</sup> resolution concerns the appropriation of net profit for the 2025 financial year, which amounts to 49,799,632 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 2,337 euros ;
- to record that the balance of distributable earning for the 2025 financial year amounts to 165,872,839 euros, corresponding to the net income for the 2025 fiscal year of 49,799,632 euros, less the amount to be transferred to the legal reserve, in accordance with applicable legal provisions, amounting to 2,337 euros, and, increased by retained earnings which amount to 116,075,544 euros, and ;
- to allocate the distributable profit as follows :
  - o distribute a total dividend of 25,292,781 euros;
  - o allocate an amount equal to 140,580,058 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 2025, i.e. 70,257,726 shares, and may vary if the number of dividend-paying shares changes between 1 January 2026 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 2025), 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 €0.36 per share for each of the 70,257,726 shares carrying dividend rights.

The dividend will be detached from the share on 22 June 2026 and the dividend will be payable as from 24 June 2026. 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:

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

**Approval of regulated agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code (4<sup>th</sup> 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 4<sup>th</sup> resolution, to approve the said special report and to note the terms of the said special report and the fact that no new agreement was entered into during the year ended 31 December 2025.

**Renewal of the appointment of KPMG S.A. as the Company’s statutory auditors and as the auditor responsible for certifying the sustainability-related information (5<sup>th</sup> resolution)**

Under the 5<sup>th</sup> resolution, you are asked to renew the term of office of KPMG SA, a public limited company with its registered office at Tour Eqho, 2 Avenue Gambetta, 92400 Courbevoie, registered with the Nanterre Trade and Companies Register under number 775 726 417, as (i) the Company’s statutory auditor and (ii) the auditor responsible for certifying the Company’s sustainability disclosures, for a term of six (6) fiscal years, i.e., until the conclusion of the annual general meeting called to approve the financial statements for the fiscal year ending December 31, 2031.

**Renewal of the term of office of two directors (6<sup>th</sup> and 7<sup>th</sup> resolutions)**

It is reminded that:

- in accordance with the Company's Articles of Association, the terms of office of directors are four years; however, it is possible, on an exceptional basis, to reduce the duration of current terms of office to a period of less than four years, in order to allow for a staggered renewal of the terms of office of the members of the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code to which the Company adheres; and
- the General Meeting of June 19, 2025 resolved, in its 9<sup>th</sup> and 10<sup>th</sup> resolutions, to amend the terms of office of each of Ms. Meriem Riadi and Mr. Yves Humblot to reduce their terms by two years and one year, respectively, so that they expire at the conclusion of the General Meeting, subject to a condition precedent and effective as of the renewal of their respective terms of office as directors for a term of four years, subject to a vote by the General Meeting.

In line with these resolutions adopted at the General Meeting of June 19, 2025, it is therefore proposed to you, under the 6<sup>th</sup> and 7<sup>th</sup> resolutions of the General Meeting, to renew, effective upon the conclusion of the General Meeting, the respective terms of office of Ms. Meriem Riadi and Mr. Yves Humblot as directors 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 fiscal year ending December 31, 2029.

We would like to inform you that the Board of Directors, at its meeting on December 17, 2025, following the advice of the Company's Nominating, Compensation, and Governance Committee, determined that (i) Ms. Meriem Riadi could currently be classified as independent; and (ii) conversely, that Mr. Yves Humblot could not currently be considered an independent director.

The biographies and information regarding the expertise and experience of both Ms. Meriem Riadi and Mr. Yves Humblot are detailed in Section 3.1.1 of the corporate governance report included in the 2025 Universal Registration Document, 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*) (8<sup>th</sup> 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 8<sup>th</sup> 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 2025 universal registration document.

**Approval of the fixed, variable and exceptional components of the total remuneration and benefits in 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 (9<sup>th</sup> resolution)**

Under the 9<sup>th</sup> 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 2025 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 2025 universal registration document.

**Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the 2025 financial year or awarded in respect of the same financial year to Mr Loïc Sautour, Chief Executive Officer (10<sup>th</sup> resolution)**

Under the 10<sup>th</sup> 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 2025 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 2025 universal registration document.

**Approval of the remuneration policy applicable to members of the Board of Directors in respect of the 2026 financial year (11<sup>th</sup> resolution)**

Under the 11<sup>th</sup> 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 2026 financial year, as presented in sections 3.3.1 and 3.3.2.1 of the Corporate Governance Report in Chapter 3 of the 2025 Universal Registration Document.

**Approval of the remuneration policy applicable to the Chairman of the Board of Directors in respect of the 2026 financial year (12<sup>th</sup> resolution)**

Under the 12<sup>th</sup> 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 2026 financial year, as presented in sections 3.3.1 and 3.3.2.1 of the Corporate Governance Report in Chapter 3 of the 2025 universal registration document.

**Approval of the remuneration policy applicable to the Chief Executive Officer in respect of the 2026 financial year (13<sup>th</sup> resolution)**

Under the 13<sup>th</sup> 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 2026 financial year, as presented in sections 3.3.1 and 3.3.2.3 of the corporate governance report in Chapter 3 of the 2025 universal registration document.

**Authorisation to be granted to the Board of Directors to trade in the Company's shares (14<sup>th</sup> resolution)**

In the 14<sup>th</sup> 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 7,025,772 shares on the basis of a share capital comprising 70,257,726 shares at 31 December 2025, 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 5% 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 10% 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 10% 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 30 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 €210,773,160 (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 19 June 2025 in its 17<sup>th</sup> ordinary resolution.

**Powers for formalities** (*18<sup>th</sup> resolution*)

Under the 18<sup>th</sup> 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 15<sup>th</sup> to 17<sup>th</sup> resolutions fall within the remit of the Extraordinary General Meeting.

**Financial delegations relating to capital increase reserved to French and foreign employees (15<sup>th</sup> to 17<sup>th</sup> resolutions)**

The Board of Directors wishes to be granted the necessary delegations of authority to carry out, if it deems it appropriate, any issuances that may prove necessary in connection with the development of the Company's business and financial management, as well as all the necessary authorizations to implement tools that enable an employee stock ownership plan that is incentivizing and designed to support the Company's growth.

In this regard, it is recalled that the General Meeting of June 19, 2025, granted a set of financial delegations and authorizations to the Board of Directors, pursuant to its 20<sup>th</sup> through 29<sup>th</sup> resolutions.

Among these financial delegations and authorizations, the General Meeting of June 19, 2025, has:

- under its 25<sup>th</sup> resolution, delegated its authority to the Board of Directors to decide on an increase in the Company's capital through the issuance of common shares and/or securities granting immediate or future access to the capital, with the removal of preemptive subscription rights, reserved for participants in savings plans; and
- pursuant to its 26<sup>th</sup> resolution, delegated its authority to the Board of Directors to decide on an increase in the Company's capital through the issuance of shares and/or securities conferring immediate or future rights to the capital, with the cancellation of the preemptive subscription right, reserved for a category of persons consisting of foreign employees of the Group, any UCITS, or any banking entity or institution, or any entity affiliated with such an institution, as part of the implementation of employee stock ownership plans.

The delegation under its 25<sup>th</sup> resolution was granted to the Board of Directors for a term of twenty-six months, while the delegation under the 26<sup>th</sup> resolution was granted to the Board of Directors for a term of eighteen months. The latter will therefore expire at the end of 2026, prior to the 2027 Annual General Meeting, which will be called upon to approve the financial statements for the fiscal year ending December 31, 2026.

It is therefore proposed to you, under the 15<sup>th</sup> resolution of the General Meeting, to renew the authorization granted to the Board of Directors under the 26<sup>th</sup> resolution of the General Meeting of June 19, 2025, in order to allow it to continue to have the authority to carry out capital increases reserved for foreign employees.

In addition to renewing the authorization granting the power to carry out capital increases reserved for foreign employees, it is also proposed to you, pursuant to the 16<sup>th</sup> resolution of the General Meeting, to renew the authorization previously granted to the Board of Directors pursuant to the 25<sup>th</sup> resolution of the General Meeting of June 19, 2025, in order to enable it to carry out capital increases reserved for participants in savings plans and to comply with the provisions of Articles L. 225-129-6 and L. 225-138-1 of the Commercial Code in connection with the submission of the 15<sup>th</sup> resolution to a vote at the General Meeting.

Pursuant to the 17<sup>th</sup> resolution of the General Meeting and in order to take into account the renewal provided for by the delegation proposed under the 15<sup>th</sup> and 16<sup>th</sup> resolutions of the General Meeting, it is also proposed that you renew the aggregate ceiling for all capital increases that may be carried out pursuant to the delegations or authorizations granted by the General Meeting and the delegations or authorizations granted by the General Meeting of June 19, 2025, which would remain in effect following the General Meeting, in the absence of their renewal by the latter.

If your Board of Directors were to exercise a delegation of authority granted by your General Meeting, or any prior General Meeting, it would prepare, if applicable and in accordance with the law and regulations, at the time of its decision, a supplementary report describing the final terms of the transaction and indicating its impact on the position of shareholders or holders of securities giving access to the capital, particularly with respect to their share of equity. This report, as well as, where applicable, that of the Statutory Auditors, would be made available to shareholders or holders of securities giving access to the capital and then brought to their attention at the next subsequent General Meeting.

Regarding the status of the delegations and authorizations granted to the Board of Directors and their potential use during the 2025 fiscal year, please refer to the summary table in Section 3.4.3 of the corporate governance report included in the 2025 Universal Registration Document, Chapter 3.

**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) (15<sup>th</sup> resolution)**

Under the 15<sup>th</sup> 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 :

- (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 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 16<sup>th</sup> 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 17<sup>th</sup> resolution submitted to the General Meeting, and (ii) from the ceiling referred to in 2. of the 16<sup>th</sup> 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 Company'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 25<sup>th</sup> resolution of the General Meeting dated 19 June 2025.

- **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.

**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 (16<sup>th</sup> resolution)**

In the 16<sup>th</sup> 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 :

- (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 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 17<sup>th</sup> 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.

**Overall ceiling on the amount of capital increases carried out pursuant to the 15<sup>th</sup> and 16<sup>th</sup> resolutions of the General Meeting, as well as to the 19<sup>th</sup> to 23<sup>rd</sup> and 27<sup>th</sup> resolutions of the General Meeting dated 19 June 2025 (17<sup>th</sup> resolution)**

In the 17<sup>th</sup> 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 15<sup>th</sup> and 16<sup>th</sup> resolutions of the General Meeting, as well as to the 19<sup>th</sup> to 23<sup>rd</sup> and 27<sup>th</sup> resolutions of the General Meeting dated 19 June 2025 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.

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

**THE BOARD OF DIRECTORS**