



**Notice of the 2026**

**General Meeting brochure**

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# 1. Message from the Chairman of the Board of Directors



**Pierre Demonsant**

*Co-founder and Chairman of the Board of Directors*

Dear shareholders,

I am pleased to invite you to Planisware's Annual General Meeting, our second since becoming a publicly listed company. 2025 will be remembered as a year that tested our resilience and validated the strength of our model. Against a particularly challenging economic and geopolitical backdrop — marked by elongated customer decision cycles, IT budget pressure, and reduced visibility — Planisware continued to execute its strategic roadmap with discipline, delivering market share gains, double-digit revenue growth in constant currencies, significant profitability improvement, and robust cash generation. The renewed commercial momentum we recorded at the end of the year, and which has carried into the first months of 2026, reinforces our confidence in the trajectory ahead.

## **2025: resilient performance in a challenging environment**

In a year shaped by global macroeconomic and geopolitical uncertainty, Planisware delivered solid financial results. Revenue grew at a double-digit pace in constant currencies, in line with our revised guidance, while our adjusted EBITDA margin reached 36%, ahead of our initial 35% objective. This performance reflects our ongoing focus on operational efficiency and disciplined resource allocation, as well as the recurring nature of our SaaS model, which once again demonstrated its resilience.

The market dynamics that weighed on growth in the first half of the year with — increased customer caution, and longer decision cycles — progressively eased toward year-end. A strong level of signings, with both new logos and existing clients, restored commercial momentum and reinforced our confidence in our ability to progressively reaccelerate toward our historical mid-to-high teens growth levels over the mid-term.

## **The Project Economy: a structural tailwind**

The transformation toward a global project economy continues to gain depth. The strategic priorities driving our customers such as energy transition, digital and AI transformation, defense and sovereignty, therapeutic innovation, and industrial decarbonization, all require the disciplined orchestration of complex, interconnected project portfolios. Planisware remains the go-to platform for organizations seeking to allocate the right resources, in the right place, at the right time, in alignment with their strategic priorities.

In an environment where IT spending is increasingly scrutinized, our moderated price increase policy positions us as a trusted long-term partner, while the seriousness of our AI strategy, grounded in genuine value creation rather than feature noise, creates a clear competitive edge in every sales cycle.

### **Innovation and AI at the core of our platform**

Continuous innovation remains the foundation of our differentiation. In 2025, we accelerated the integration of AI capabilities across our unified platform, enhancing customer outcomes and internal productivity through easier access, broader decision-support capabilities, and faster product delivery. As agentic usage expands, our business model proves even more resilient: required seat-based access supports the confidentiality and security expectations of our customers, token costs remain minimal, and hybrid workflows continue to enable advanced, data-intensive use cases.

The introduction of our latest AI-powered capabilities, now available across the unified platform, is generating tangible interest among customers and prospects alike, and reinforces our competitive differentiation. Our flexible commercial offering, matching high sovereignty and security requirements, continues to broaden our addressable market.

In 2025, Planisware was again recognized as a Leader in the Gartner® Magic Quadrant™ for Adaptive Project Management & Reporting, for the fourth consecutive year, an external validation of the relevance and consistency of our strategy.

### **Sustainability: a long-term commitment**

We continue to embed CSR principles at the heart of our strategy, through concrete initiatives addressing the environmental impact of our operations, the diversity and engagement of our teams, and the transparency of our governance. We are proud of the external recognition that has accompanied these efforts and remain committed to progressing further along this path.

### **Continued international expansion**

Our international footprint deepened further in 2025, with a vast majority of our revenue now generated outside France. This broad and diversified geographical exposure remains a key strength in navigating regional economic cycles. We continued to invest in proximity to our customers, with the opening of new offices in Brussels, Seoul, Sydney, Vienna, and Roma, and additional locations planned in the coming periods to support our customers as closely as possible with their local priorities.

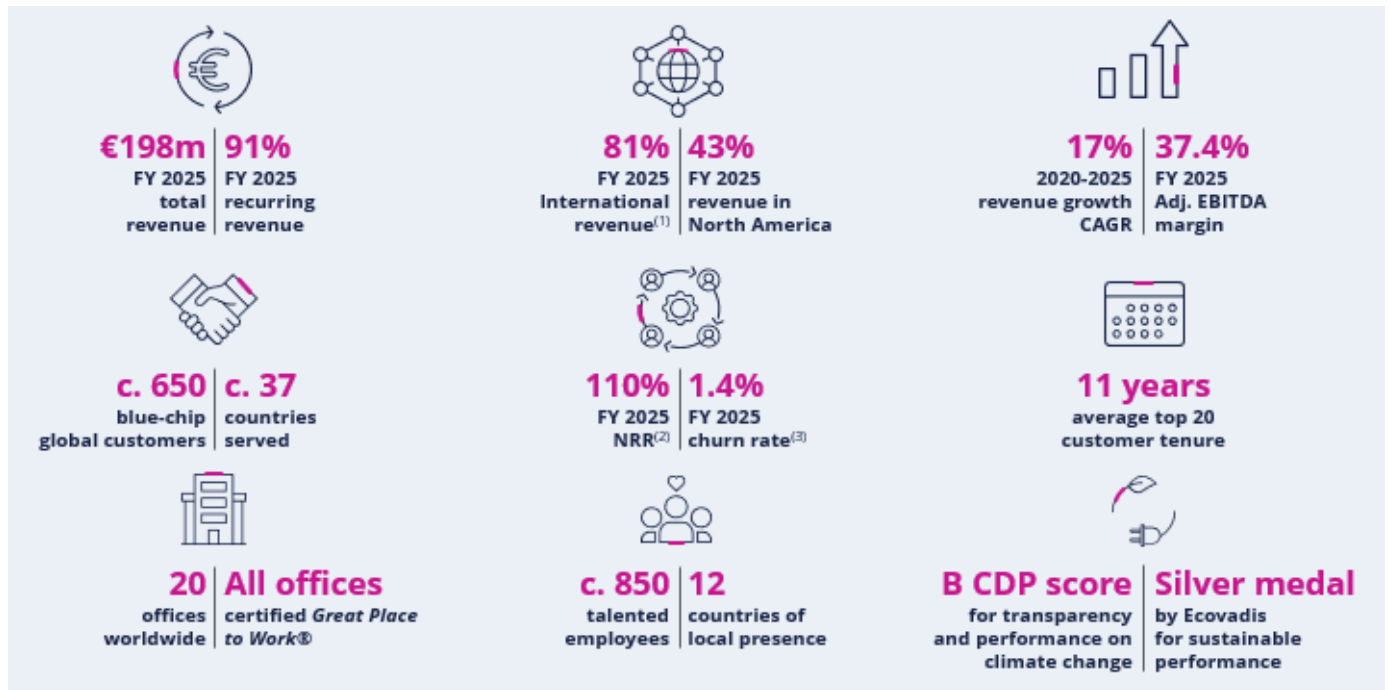
### **Outlook for 2026: growth acceleration, strong profitability profile and best-in-class cash conversion**

We entered 2026 with confidence, supported by the strong commercial momentum recorded at the end of 2025 and confirmed in the first quarter of the year. The first quarter of 2026 marked a further step in our growth acceleration, with strong implementation revenue growth and a renewed acceleration of our SaaS & hosting activity. We confirm our low double-digit constant currency revenue growth objective for 2026 and remain equally committed to sustaining our strong profitability profile and best-in-class cash conversion, while continuing to invest for the long term in R&D and geographical expansion.

While the global environment remains uncertain, particularly with US dynamics difficult to anticipate, our recurring revenue model, the strength of our pipeline, and the relevance of our value proposition give us solid visibility for the year and beyond.

Planisware is today the technology partner of choice for those designing and managing the most strategic projects of tomorrow. I would like to express my deep gratitude to all our teams for their commitment and professionalism throughout a demanding year, and to our customers, partners, and shareholders for their continued trust and support to make Planisware become the number one provider of multi-specialty project and portfolio management software solutions.

## 2. Planisware in 2025



✓ Revenue	>	€198.0m	>	+10.3%	YoY growth in constant currency
✓ Adjusted EBITDA	>	€74.1m	>	+14.7%	YoY growth
✓ Adjusted EBITDA margin	>	37.4%	>	+220bps	YoY improvement
✓ Operating profit	>	€60.8m	>	+31.7%	YoY growth
✓ Adjusted FCF	>	€59.3m	>	+8.7%	YoY growth
✓ Cash conversion	>	80.1%	>	€196m	Net cash position at year end

### 3. How to participate and vote at the General Meeting?

#### Prior formalities to participate in the General Meeting

Shareholders may take part in the combined general meeting of June 17, 2026 at 9:00 a.m. at the registered office of Planisware (“Planisware” or the “Company”), located at 200, avenue de Paris - 92320 Châtillon (the “Meeting” or the “General Meeting”), regardless of the number of shares they own, notwithstanding any contrary provisions of the bylaws.

The right to participate in the Company’s general meetings is evidenced by the registration of the securities in the name of the shareholder or of the intermediary registered on his/her behalf pursuant to article R. 22-10-28 of the French Commercial Code, on the fifth business day preceding the relevant meeting, i.e. for the Meeting on **June 10, 2026** at midnight, Paris time:

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

The registration of the securities in the bearer share accounts kept by the authorized intermediary must be evidenced by a participation certificate issued by the latter, where applicable electronically under the conditions provided for in article R. 225-61 of the French Commercial Code, and attached to the postal voting form or proxy form (“**Single voting form**”), or to the request for an admission card issued in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

#### How to participate in the General Meeting?

Shareholders may choose between one of the following three methods to exercise their right to vote at the Meeting:

- attend the Meeting in person;
- grant a proxy to the Chairman of the Meeting or to any individual or legal entity;
- vote by post or online on the VOTACCESS website.

In addition to the paper Single voting form, shareholders may submit their voting instructions, appoint or revoke a proxy, or request an admission card online, prior to the Meeting, on the VOTACCESS website, under the conditions described below.

The VOTACCESS website for the Meeting will be open from **May 29, 2026 at 12:00 p.m.** (Paris time) until the day before the Meeting, i.e. **June 16, 2026 at 3:00 p.m.** (Paris time).

**In order to avoid any possible congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to submit their instructions.**

## How to participate and vote at the General Meeting?

### **To attend the General Meeting in person:**

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

#### **Electronically:**

- for directly registered shareholders: they may access the voting website via their Shareholder Area at <https://www.investors.uptevia.com/>

Directly registered shareholders must log in to their Shareholder Area with their usual access codes. After logging in to their Shareholder Area, they must follow the instructions displayed on the screen in order to access the VOTACCESS website and request their admission card.

- for shareholders registered through an intermediary and/or employee shareholders: they may access the voting website via the VoteAG website <https://www.voteag.com/>:

Shareholders registered through an intermediary and/or employee shareholders must log in to VoteAG with the temporary codes provided on the Single voting form or in the electronic convening notice. Once on the VoteAG home page, they must follow the instructions on the screen in order to access the VOTACCESS website and request an admission card.

- for bearer shareholders: it is the responsibility of the bearer shareholder to check whether or not his/her financial intermediary, who manages his/her securities account, is connected to the VOTACCESS website and, where applicable, the conditions of use of the VOTACCESS website. If the shareholder's financial intermediary is connected to the VOTACCESS website, the shareholder must identify himself/herself on the financial intermediary's Internet portal with his/her usual access codes. He/she must then follow the instructions displayed on the screen in order to access the VOTACCESS website and request his/her admission card.

#### **By post:**

- for registered shareholders: the registered shareholder must complete the Single voting form attached to the convening notice sent to him/her, specifying that he/she wishes to participate in the Meeting and obtain an admission card, then return it dated and signed using the prepaid envelope attached to the convening notice, to Uptevia;
- for bearer shareholders: the bearer shareholder must ask his/her financial intermediary, who manages his/her securities account, to send him/her an admission card.

Requests for admission cards by post must be received by Uptevia at the latest three days before the Meeting, in accordance with the procedures indicated above.

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

- For registered shareholders, attend on the day of the Meeting, directly at the desks specifically provided for this purpose, with proof of identity;
- For bearer shareholders, ask their financial intermediary to issue them a participation certificate evidencing their status as a shareholder on the fifth business day preceding the Meeting.

## How to participate and vote at the General Meeting?

### **To vote by proxy or by post:**

If they do not attend the Meeting in person, shareholders may choose between one of the following three options:

- send a proxy to the Chairman of the Meeting;
- give a proxy to any individual or legal entity of their choice under the conditions provided for in articles L. 22-10-39 and L. 225-106 I of the French Commercial Code;
- vote by post, in accordance with the following procedures:

### **Electronically:**

- for directly registered shareholders: they may access the voting website via their Shareholder Area at <https://www.investors.uptevia.com/>:

Directly registered shareholders must log in to their Shareholder Area with their usual access codes. After logging in to their Shareholder Area, they must follow the instructions displayed on the screen in order to access the VOTACCESS website and vote or appoint or revoke a proxy.

- for shareholders registered through an intermediary and/or employee shareholders: they may access the voting website via the VoteAG website <https://www.voteag.com/>:

Shareholders registered through an intermediary and/or employee shareholders must log in to VoteAG with the temporary codes provided on the Single voting form or in the electronic convening notice. Once on the home page of the website, they must follow the instructions on the screen in order to access the VOTACCESS website and vote or appoint or revoke a proxy.

- for bearer shareholders: it is the responsibility of the bearer shareholder to check whether or not his/her financial intermediary, who manages his/her securities account, is connected to the VOTACCESS website and, where applicable, the conditions of use of the VOTACCESS website. If the financial intermediary is connected to the VOTACCESS website, the shareholder must identify himself/herself on the financial intermediary's Internet portal with his/her usual access codes. He/she must then follow the instructions displayed on the screen in order 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 specified that the 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 address: [ct-mandataires-assemblees@uptevia.com](mailto: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 attach to their submission the participation certificate issued by their authorized intermediary. Only notifications of appointment or revocation of proxies duly signed, completed, received and confirmed at the latest on the day before the Meeting, i.e. June 16, 2026 at 3:00 p.m. (Paris time), will be taken into account.

### **By post:**

- for registered shareholders: the registered shareholder must complete the Single voting form attached to the convening notice sent to him/her, and then return it dated and signed using the prepaid envelope attached to the convening notice.
- for bearer shareholders: the bearer shareholder must request the Single voting form from his/her financial intermediary, who manages his/her securities account, and then return it dated and signed. The latter will forward it to Uptevia together with a participation certificate.

Single voting forms sent by post must be received by Uptevia at the latest three days before the Meeting, in accordance with the procedures indicated above.

It is specified that, for any proxy without designation of a proxy holder, the Chairman of the Meeting will issue a vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against all other draft resolutions.

Single voting forms are automatically sent by mail to directly registered shareholders or to shareholders registered through an intermediary.

## How to participate and vote at the General Meeting?

For holders of bearer shares, the Single voting forms will be sent to them upon request received by simple letter by **Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex** at the latest six days before the date of the Meeting.

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

If a Single voting form is returned by a registered intermediary, the Company reserves the right to question said intermediary in order to ascertain the identity of the voters.

### Submission of 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](mailto:assembleegenerale@planisware.com) (or to the Company's registered office, by registered letter with acknowledgment of receipt), at the latest on the fourth business day preceding the date of the Meeting, i.e. June 11, 2026. They must be accompanied by a share registration certificate.

### Right to information

In accordance with the law, all documents which must be communicated for this Meeting will be made available to shareholders, within the legal time limits, at the Company's registered office and on its website [www.planisware.com](http://www.planisware.com).

### Audiovisual broadcast

In accordance with articles L. 22-10-38-1 and R. 22-10-29-1 of the French Commercial Code, the Meeting will be the subject, in its entirety, of a live audiovisual broadcast via a link available on the Company's website ([www.planisware.com](http://www.planisware.com)).

A recording of the Meeting will be available on the Company's website ([www.planisware.com](http://www.planisware.com)) at the latest seven business days after the date of the Meeting and for at least two years from its posting online.

# How to participate and vote at the General Meeting?

## How to fill in the voting form?

A  
**To attend the General Meeting in person :**  
 tick here

B  
**To vote by post :**  
 tick here and follow the instructions

C  
**To give proxy to the Chairman of the meeting :**  
 tick here, then date and sign in G without filling in anything else

D  
**To give proxy :**  
 tick here and enter the details of the person to be designated

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées sur la face verso du formulaire. Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form.**

JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

**Planisware**

PLANISWARE  
Société Anonyme au capital de 7 025 772,60 euros  
Siège social : 200 Avenue de Paris  
92320 Châtillon  
403 262 082 R.C.S Nanterre

**Assemblée Générale Mixte**  
convoquée le mercredi 17 juin 2026 à 9h00

**Combined General Meeting**  
on Wednesday, June 17 2026 at 09:00 AM

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif Registered / Porteur Bearer

Vote simple Single vote / Vote double Double vote

Nombre de voix - Number of voting rights

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ l'une des cases "Non" ou "Abstention" / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote « No » or « I abstain ».

	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20		C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30		E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40		G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50		J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noirissant la case correspondante :  
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting.

- Je m'abstiens. / I abstain from voting.

- Je donne procuration [cf. au verso renvoi (4)] à M. ou Mme, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr or Mrs, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:

sur 1<sup>ère</sup> convocation / on 1st notification      sur 2<sup>ème</sup> convocation / on 2nd notification

af / id : UPEVIA      le 13/06/2026 à 23h59  
Service Assemblées      on 06/13/2026 at 11:59 PM  
90-110 Esplanade du Général de Gaulle  
92331 Paris La Défense Cedex

\* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandat) the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative)

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)

**I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**JE DONNE POUVOIR À :** Cf. au verso (4) **I HEREBY APPOINT:** See reverse (4)  
pour me représenter à l'Assemblée / to represent me at the above mentioned Meeting  
M ou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions must be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
Surname, first name, address of the shareholder (changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

F  
**Enter here :**  
 Your name, first name and address, or check if they are already shown

G  
**Date and sign here**

10

## 4. Summary presentation of the Board of Directors

The composition of Planisware's Board of Directors reflects the entrepreneurial and technological DNA of the Company while ensuring a high level of independence and taking into account the interests of all its stakeholders. As of the date of this brochure, the Board is composed of **seven members**: the Chairman, co-founder of the Company, the Chief Executive Officer, two co-founder directors, and three independent female directors, representing an independence rate and a gender diversity rate of 43% each.

The **diversity and complementarity of the expertise** of its members – artificial intelligence and software technologies, international business development, finance and audit, human resources and sustainable development, digital transformation and data – enable the Board to fully grasp Planisware's strategic challenges in a constantly evolving technological environment where innovation, adaptability and operational excellence are key differentiating factors.

### PRESENTATION OF THE DIRECTORS

- **Mr. Pierre Demonsant**

#### **Chairman of the Board of Directors**

Age: 61

Nationality: French

Date of appointment as director: Shareholders' general meeting of September 26, 2023, effective as from the date of the Company's conversion from a simplified joint-stock company into a public limited company, which also took place on September 26, 2023

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2026

**Committees:** Nomination, Remuneration and Governance Committee; Strategic and ESG Committee (Chairman)

#### **Biography and experience**

Pierre Demonsant is a graduate of the École Polytechnique in Paris, where he specialized in artificial intelligence and operations research. He began his career at Syseca, the Thales group subsidiary specializing in information systems. In 1992, he successfully developed project planning software, which was subsequently adopted by industry leaders such as Arianespace and EDF. Building on rapid success, Pierre incorporated a spin-off from Thales, signing Planisware's first client, the multinational pharmaceutical giant Sanofi. He oversees the Company's strategy and international expansion and sits on the board of directors of several France-based software companies. He co-founded Planisware in 1995, alongside Yves Humblot, Matthieu Delille and François Pelissolo.

- **Mr. Loïc Sautour**

#### **Chief Executive Officer and director**

Age: 54

Nationality: French

Date of appointment as director: Shareholders' general meeting of September 26, 2023, effective as from the date of the Company's conversion from a simplified joint-stock company into a public limited company, which also took place on September 26, 2023

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2026

**Committees:** none

#### **Biography and experience**

Loïc Sautour obtained a Master of Science in Innovation and Technology Management at the University of Technology of Compiègne in 1995. He was Chief Executive Officer of Planisware USA Inc. from 2007 onwards, and from January 2011 Executive Vice President of the Group in North America. More recently, he was appointed *Chief Revenue Officer* in North America, where he leads the region's commercial operations.

## Summary presentation of the Board of Directors

- **Mr. Matthieu Delille**

### **Director**

Age: 60

Nationality: French

Date of appointment as director: Shareholders' general meeting of September 26, 2023, effective as from the date of the Company's conversion from a simplified joint-stock company into a public limited company, which also took place on September 26, 2023

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2026

**Committees:** Strategic and ESG Committee

### **Biography and experience**

Matthieu Delille is a graduate of the École Polytechnique in Paris, where he specialized in artificial intelligence and operations research. He began his career at Syseca, the Thales group subsidiary specializing in information systems, as a software engineer. He co-founded Planisware in 1995, alongside Pierre Demonsant, Yves Humblot and François Pelissolo.

- **Mr. Yves Humblot**

### **Director**

Age: 64

Nationality: French

Date of appointment as director: Shareholders' general meeting of September 26, 2023, effective as from the date of the Company's conversion from a simplified joint-stock company into a public limited company, which also took place on September 26, 2023

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2025 \*

**Committees:** Strategic and ESG Committee; Audit Committee

### **Biography and experience**

Yves Humblot is a graduate of the École Nationale Supérieure des Mines in Nancy. He has played a key role in the Group's commercial development across Europe, North America and Asia in recent years, leading commercial operations on a global scale. He co-founded Planisware in 1995, alongside Pierre Demonsant, Matthieu Delille and François Pelissolo.

*\* In order to set up a staggered Board of Directors, the duration of Mr. Yves Humblot's term of office as director has been modified so that it ends at the annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2025, subject to and as from the renewal of his term of office as director by the general meeting for a four-year period. This renewal will be submitted to the approval of the annual shareholders' general meeting expected to be held on June 17, 2026.*

### INDEPENDENT FEMALE DIRECTORS

- **Ms. Laurianne Le Chalony**

#### Independent director

Age: 40

Nationality: French

Date of appointment as director: Shareholders' general meeting of April 15, 2024

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2028

**Committees:** Nomination, Remuneration and Governance Committee (Chairwoman); Strategic and ESG Committee

#### Biography and experience

Laurianne Le Chalony is a graduate of the École des Ponts Business School and ESSCA. She works in the technology industry as head of regional and global human resources and communications functions in multicultural environments. She was Human Resources Director for the South America region at Atos and held the same position at Linedata. Strongly committed to sustainability issues since the beginning of her career, Laurianne decided to engage fully in order to have a greater impact and decided to change sectors in January 2021. She then joined EcoVadis, a company specialized in sustainability ratings, as Human Resources Director. She is also an independent director of several organizations, including Special Olympics France, an NGO that promotes social inclusion through sport for people with intellectual disabilities. She has been an independent consultant and a member of the nomination, remuneration and governance committee of Groupe Lesaffre since 2021.

- **Ms. Deborah Choate**

#### Independent director

Age: 62

Nationality: French-American

Date of appointment as director: Shareholders' general meeting of April 15, 2024

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2027\*

**Committees:** Nomination, Remuneration and Governance Committee; Audit Committee (Chairwoman)

#### Biography and experience

Deborah Choate holds a Bachelor's degree in business administration from the University of California, Berkeley. She has been Chief Financial Officer of Sequans since July 2007. Before joining Sequans Communications S.A., she was Chief Financial Officer at Esmertec AG from 2005 to 2007 and at Wavocom SA from 1998 to 2004, then Vice President of Finance at Platinum Equity from 2004 to 2005. Earlier in her career, she was an audit partner at Ernst & Young. She has more than 35 years' experience in management, finance and accounting, including more than 25 years in technology companies, particularly in hardware, software and communications services.

## Summary presentation of the Board of Directors

- **Ms. Meriem Riadi**

### Independent director

Age: 43

Nationality: French-Moroccan

Date of appointment as director: Shareholders' general meeting of April 15, 2024

Expiry of term of office: annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2025\*

**Committees** : Strategic and ESG Committee; Audit Committee

### Biography and experience

Meriem Riadi is a graduate of ESCP Paris. Meriem joined Roland Berger, where she worked for nearly seven years. Between 2013 and 2017, this former Roland Berger project manager worked within the strategy department at Groupama, then in digital transformation for one year, before being promoted to head of digital. Between 2017 and 2022, she was head of digital at the Suez group, where she was in charge of the group's digital transformation program as well as the management of the *digital/CX*, *data* and *business acceleration* marketing teams. Since 2022, she has been Chief Information Officer of Veolia Eau France and a member of the executive committee in charge of digital, data and IT services.

*\* In order to set up a staggered Board of Directors, the duration of Meriem Riadi's term of office as director has been modified so that it ends at the annual shareholders' general meeting called to approve the financial statements for the year ended December 31, 2025, subject to and as from the renewal of her term of office as director by the general meeting for a four-year period. This renewal will be submitted to the approval of the annual shareholders' general meeting expected to be held on June 17, 2026.*

### SUMMARY OF SKILLS REPRESENTED ON THE BOARD OF DIRECTORS

	Strategy	Finance	International	General Management	Commercial development	Digital/AI	CSR	Ethics & compliance	HR
Pierre Demonsant ▲ ○	X		X	X	X	X	X		
Loïc Sautour	X		X	X	X				
Yves Humblot ■ ○		X	X		X	X			
Matthieu Delille ○			X			X	X		
Deborah Choate ■ ▲		X	X	X				X	X
Laurianne Le Chalony ▲ ○			X				X	X	X
Meriem Riadi ■ ○	X	X	X	X		X	X	X	

■ Audit Committee

▲ Nomination, Remuneration and Governance Committee

○ Strategic and ESG Committee

### **PRESENTATION OF THE COMMITTEES**

The Board of Directors is assisted by several specialized committees:

- **Audit Committee**

*Composition:*

- Deborah Choate (Chairwoman of the Audit Committee – Independent director);
- Meriem Riadi (Independent director);
- Yves Humblot.

*Missions:*

The mission of the Audit Committee is to monitor matters relating to the preparation and review of accounting, financial and sustainability information and to ensure the effectiveness of the risk monitoring and operational internal control system, in order to facilitate the performance by the Board of Directors of its review and verification duties in this area.

- **Nominations, Remuneration and Governance Committee**

*Composition:*

- Laurianne Le Chalony (Chairwoman of the Nomination, Remuneration and Governance Committee – Independent director);
- Deborah Choate (Independent director);
- Pierre Demonsant.

*Missions:*

The Nomination, Remuneration and Governance Committee is a specialized committee of the Board of Directors whose main mission is to assist the Board in determining the composition of the Company's governing bodies, in drawing up a succession plan for replacing the organization's corporate officers, and in determining and regularly reviewing the compensation policy for the Company's executive corporate officers and directors, as well as matters relating to the compensation of the Group's key employees. This Committee assists the Board of Directors in evaluating the functioning of the Board of Directors and in preparing the corporate governance report.

- **Strategic & ESG Committee**

*Composition:*

- Pierre Demonsant (Chairman of the Strategic and ESG Committee);
- Yves Humblot;
- Matthieu Delille;
- Laurianne Le Chalony (Independent director);
- Meriem Riadi (Independent director).

*Missions:*

The Strategic & ESG Committee is responsible for preparing the work and facilitating the decision-making process of the Board of Directors on strategic, social and environmental matters

## **5. Directors whose renewal of office is submitted to the General Meeting**

In order to allow for the staggered renewal of the terms of office of the members of the Board of Directors, it is proposed:

- under the 6<sup>th</sup> and 7<sup>th</sup> resolutions, to renew, with effect at the close of the General Meeting, the respective terms of office of Ms. Meriem Riadi and Mr. Yves Humblot as directors of the Company for a four-year period, i.e. until the close of the annual ordinary general meeting called to approve the financial statements for the year ended December 31, 2029.

The biographies and information on the expertise and experience of each of Ms. Meriem Riadi and Mr. Yves Humblot are detailed in Section 3.1.1 of the corporate governance report included in chapter 3 of the 2025 Universal Registration Document.

## 6. Report of the Board of Directors on the draft resolutions submitted to the General Meeting

### 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).

## Report of the Board of Directors on the draft resolutions

Taxpayers whose reference tax income exceeds certain thresholds are subject to the exceptional contribution on high incomes (CEHR) at a rate of 3% or 4%, depending on the case, in accordance with article 223 sexies of the French General Tax Code (*Code général des impôts*) and, where applicable, to the new differential contribution on high incomes (CDHR) designed to ensure that a minimum of 20% of the reference tax income provided for in article 1417, IV-1° of the French General Tax Code is subject to income tax in accordance with article 224 of the French General Tax Code (*Code général des impôts*). Shareholders, whatever their situation, are advised to consult their usual tax advisor.

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

Information on dividends and other income distributed in respect of the last three financial years			
For the year	Income eligible for the 40% allowance		Income not eligible for the 40% allowance (in euros)
	Dividends (in euros)	Other distributed income (in euros)	
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

## Report of the Board of Directors on the draft resolutions

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

## Report of the Board of Directors on the draft resolutions

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 3.3.3.1 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

## Report of the Board of Directors on the draft resolutions

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**

## Report of the Board of Directors on the draft resolutions

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

## Report of the Board of Directors on the draft resolutions

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.

## Report of the Board of Directors on the draft resolutions

**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

## Report of the Board of Directors on the draft resolutions

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.

## Report of the Board of Directors on the draft resolutions

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.

## Report of the Board of Directors on the draft resolutions

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**

## 7. Compensation of the corporate officers

We invite you to refer to Section 3.3. of the 2025 Universal Registration Document.

## 8. Calendar, contacts and request for documents

### Key dates

- May 29, 2026: Publication of the notice of meeting for the General Meeting in the BALO and the JAL
- May 29, 2026: Voting opens on the VOTACCESS website
- June 10, 2026 – 0:00: “Record date” (deadline for registration of registered or bearer securities to be able to participate in the General Meeting)
- June 13, 2026 – 11:59 p.m.: Deadline for receipt for the postal voting forms to be taken into account
- June 16, 2026 – 3:00 p.m.: Deadline for voting via VOTACCESS
- June 17, 2026 - 9:00 a.m.: General Meeting

### Contacts

#### Investor relations

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Request for documents and information



Public limited company  
Registered office: 200, avenue de Paris - 92320 Châtillon  
403 262 082 R.C.S. Nanterre  
(the "Company")

**REQUEST FOR DELIVERY OF DOCUMENTS AND INFORMATION**

(Art. R. 225-88 of the French of Commercial Code)

I, the undersigned :

**Last name** .....

**First name(s)** .....

**Email address** .....

**Holder of.....share(s) of the Company**

request delivery of the documents and information concerning **the general meeting of June 17, 2026**, as referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code, insofar as they have not been published on the Company's website as from the date of convocation of said general meeting, in the following format:

- paper.
- electronic files at the email address indicated above.

Date .....

\_\_\_\_\_  
Signature

**NOTE** : If the documents referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code have been published on the Company's website, **the latter will not be required to send them** even if the shareholder makes the request through this form.

The Shareholders holding **registered shares** may, by single request, obtain from the Company delivery of the documents and information referred to in articles R. R. 225-81 and R. and R. 225-83 of the French Commercial Code for each of the subsequent shareholders' meetings. In the event the said shareholders wish to benefit from this option, mention must be made on this form.

It is recommended to favor the **requests made electronically**.

**Planisware**

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