

**FOCUS HOME INTERACTIVE**  
Limited liability company (*société anonyme*)  
with an Executive Board and a Supervisory Board  
with a share capital of EUR 6,375,590.40  
Parc de Flandre “Le Beauvaisis” - Bâtiment 28  
11, Rue de Cambrai - 75019 Paris  
399 856 277 RCS Paris

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## **MEETING NOTICE**

### **THE ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SEPTEMBER 22 2020**

Dear all, shareholders are informed that the Annual Ordinary and Extraordinary General Meeting will take place on **Tuesday 22 September 2020 at 5:30 p.m.**, at the offices of Fieldfisher Paris law firm, **48 rue Cambon, 75001 Paris**.

Given the current health context and in accordance with the provisions of article 4, decree No. 2020-321 from 25 March 2020, this General Meeting will take place **behind closed doors without the physical presence of the shareholders and other persons entitled to attend**.

#### **NOTICE: COVID-19**

The ordinance No. 2020-321 of 25 March 2020, adapting the rules for meetings and the deliberation of meetings and governing bodies, taken in application of the emergency law No. 2020-290 of 23 March 2020 to face the COVID-19 epidemic, as extended by decree No. 2020-925 of 29 July 2020, determines that, in exceptional circumstances, meetings may be held without the attendance of the members during the session, either by being physically present or through videoconferencing or telecommunication means, if the meeting is convened at an affected location, upon the date of the meeting notice (in its broad sense, which includes, in listed companies, the convening notice) or on the date of the meeting, by an administrative measure restricting or prohibiting collective gatherings due to health reasons.

By the present meeting notice, the General Meeting is convened in a place affected by an administrative measure restricting or prohibiting collective gatherings due to health reasons and will therefore be held behind closed doors for obvious security reasons.

Therefore, we invite shareholders to vote by mail at the General Meeting. To this end, we remind you that the Company's shareholders can vote by mail or give a proxy to the Chairman of the General Meeting or to any other person they may choose, by post or by electronic means. Below you will find the detailed voting procedures by post or by proxy.

The procedures for holding the General Meeting can evolve according to health and/or legal requirements. Shareholders are also invited to regularly consult the section dedicated to General Meetings on the Company's web site <https://investor.focus-home.com/fr/meetings>.

## **AGENDA**

### **AGENDA OF THE ORDINARY GENERAL MEETING**

1. Approval of financial statements for the financial year ended 31 March 2020 and discharge from liability for members of the Executive Board and members of the Supervisory Board;
2. Approval of consolidated financial statements for the financial year ended 31 March 2020;
3. Approval of the expenses and charges specified by Article 39-4 of the French General Tax Code;
4. Allocation of income for the financial year;
5. Approval of the agreements referred to in articles L.225-86 *et seq.* of the French Commercial Code;
6. Ratification of the appointment (*cooptation*) of Mr Fabrice Larue as member of the Supervisory Board;
7. Ratification of the appointment (*cooptation*) of Mr Tanguy de Franclieu as member of the Supervisory Board;
8. Ratification of the appointment (*cooptation*) of Mr Christophe Nobileau as member of the Supervisory Board;
9. Authorisation to be given to the Executive Board to buyback Company's shares in accordance with the article L.225-209 of the French Commercial Code;

### **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

10. Authorisation to be given to the Executive Board for the free allocation of shares;
11. Authorisation to be given to the Executive Board to grant options to subscribe or purchase Company's shares;
12. Delegation of powers to be granted to the Executive Board for the purpose of an increase in the share capital whose subscription would be reserved for employees who are members of a company savings plan established in accordance with the provisions of articles L.225-129-6 of the French Commercial Code and L.3332-18 *et seq.* of the French Labour Code, with waiver of the preferential subscription rights reserved for the benefit of Company's employees;
13. Authorisation to be given to the Executive Board in order to reduce the Company's share capital by cancelling treasury shares;
14. Amendment of article 24 of the Company's articles of association;
15. Power to carry out formalities.

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## **ORDINARY GENERAL MEETING**

### **FIRST RESOLUTION**

*Approval of financial statements for the financial year ended 31 March 2020 and discharge from liability for members of the Executive Board and members of the Supervisory Board*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing:

- the Executive Board's management report,
- the Supervisory Board report,
- the Statutory Auditors' report on financial statements for the financial year ended 31 March 2020,

**Hereby approves** the financial statements, i.e. the balance sheet, the income statement and the appendix ended on 31 March 2020, as presented to it, as well as the transactions reflected in these accounts and summarised in these reports.

Therefore, the General Shareholders' Meeting fully and without reservation grants the members of the Executive Board and the Supervisory Board full and unconditional discharge for the execution of their mandates for the past financial year.

### **SECOND RESOLUTION**

*Approval of consolidated financial statements for the financial year ended 31 March 2020*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing:

- the Executive Board's management report,
- the Supervisory Board report,
- the Statutory Auditors' report on financial statements for the financial year ended 31 March 2020,

**Hereby approves** the consolidated accounts, i.e. the balance sheet, the income statement and the appendix ended 31 March 2020, as presented to it, as well as the transactions reflected in these accounts and summarised in these reports.

### **THIRD RESOLUTION**

*Approval of the expenses and charges specified by Article 39-4 of the French General Tax Code*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing the Executive Board's management report, the Statutory Auditors' report on consolidated financial statements, deliberating in compliance with Article 223 quater of the French Tax Code,

**Hereby notes** that there were no non-tax-deductible expenses or charges as referred to in Article 39-4 of the French Tax Code, during the financial year ended 31 March 2020.

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#### **FOURTH RESOLUTION**

##### *Allocation of income for the financial year*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, reviewing the Executive Board's management report and having noted that the balance sheet of the financial year ended on 31 March 2020 shows a profit of 12,127,267.97 euros decides, upon the Executive Board's proposal, to allocate this benefit as follows:

Financial year's profit	12,127,267.97
Allocation to the legal reserve	-
Retained earnings	15,209,821.03
<b>Distributable profit</b>	27,337,089.00
Allocation to retained earnings account	12,127,267.97

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing the Executive Board's management report, **acknowledges that**, pursuant to the provisions of article 243 bis of the French Tax Code, the dividends distributed over the three last financial years were as follows:

For the financial year ended in	Dividend per share	Dividend distributed	Distribution in shares	Tax allowance referred to in 2° Article 158-3 of the French Tax Code	
				Eligible for the 40% tax allowance	Non-eligible for the 40% tax allowance
31 March 2019	0.68	3,470,824.04	709,587.60	3,470,824.04	-
31 March 2018	0.57	2,982,878.97	49,368.15	2,982,878.97	-
31 December 2016	0.53	2,520,254.94	99,546.72	2,520,254.94	-

#### **FIFTH RESOLUTION**

##### *Approval of the agreements referred to in articles L.225-86 et seq. the French Commercial Code*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing the Statutory Auditors' special report,

**Hereby approves** the conclusions of the report presented by the Statutory Auditors under Article L.225-86 of the French Commercial Code regarding agreements subject to authorisation and the agreements mentioned therein (related party transactions).

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#### **SIXTH RESOLUTION**

*Ratification of the appointment (cooptation) of Mr Fabrice Larue as member of the Supervisory Board*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing the Executive Board's report, **ratifies** the appointment as a member of the Supervisory Board, made on a provisional basis by the Supervisory Board at its meeting on 27 July 2020, of Mr Fabrice Larue, residing at 7 boulevard du Jardin Exotique – 98000 Monaco (Monaco), who will replace Mr Georges Fornay, a resigning member.

Therefore, Mr Fabrice Larue will hold office for the remainder of his predecessor's term of office, i.e. until the close of the Company's Shareholders Meeting called to approve the financial statements of the financial year ending 31 March 2022, which will be held during the year 2022.

#### **SEVENTH RESOLUTION**

*Ratification of the appointment (cooptation) of Mr Tanguy de Franclieu as member of the Supervisory Board*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing the Executive Board's report, **ratifies** the appointment as a member of the Supervisory Board, made on a provisional basis by the Supervisory Board at its meeting on 27 July 2020, of Mr Tanguy de Franclieu, residing at 25 rue des Martyrs – 75009 Paris, who will replace Mr Christian Tellier, a resigning member.

Therefore, Mr Tanguy de Franclieu will hold office for the remainder of his predecessor's term of office, i.e. until the close of the Company's Shareholders Meeting called to approve the financial statements of the financial year ending 31 March 2021, which will be held during the year 2021.

#### **EIGHTH RESOLUTION**

*Ratification of the appointment (cooptation) of Mr Christophe Nobileau as member of the Supervisory Board*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority, after reviewing the Executive Board's report, **ratifies** the appointment as a member of the Supervisory Board, made on a provisional basis by the Supervisory Board at its meeting on 27 July 2020, of Mr Christophe Nobileau, residing at 2 rue Fabert – 75007 Paris, who will replace Ms Claire Wancin, a resigning member.

Therefore, Mr Christophe Nobileau will hold office for the remainder of his predecessor's term of office, i.e. until the close of the Company's Shareholders Meeting called to approve the financial statements of the financial year ending 31 March 2021, which will be held during the year 2021.

#### **NINTH RESOLUTION**

*Authorisation to be given to the Executive Board to buyback Company's shares in accordance with the article L.225-209 of the French Commercial Code*

The General Shareholders' Meeting, deliberating under the conditions required by Ordinary General Meetings as to quorum and majority,

After reviewing the Executive Board's report and in compliance with European Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 and the provisions of article L.225-209 *et seq.* of the French Commercial Code,

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**Hereby authorises** the Executive Board, with power to sub-delegate, to purchase or to request the purchase, in one or more times, the shares of the Company, for an amount of shares that does not exceed 10% of the Company's share capital (at any given time, this percentage shall apply to a share capital adjusted in accordance with transactions affecting it subsequently),

**Hereby decides** that the Executive Board, before using this authorisation, shall obtain a prior authorisation or assent from the Supervisory Board,

**Hereby decides** that the buyback by the Company of its own shares will have for purpose:

- the implementation of stock purchase or subscription option plans, free share allocation plans, employee shareholding operations reserved for members of a company savings plan, in compliance with current legal provisions, or the allocation of shares for the benefit of employees and/or managing executives of the Company and of the companies that are linked to it;
- the allotment of shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- their use during any hedging of the Company's commitments under financial instruments linked in particular to the evolution of the Company's share price;
- the retention of shares and their subsequent delivery as payments or in exchange within potential operations of external growth, merger, spinoff, or contribution;
- the total or partial cancellation of shares through a reduction of the share capital (particularly in order to optimise cash management, return on equity or earnings per share) subject to adoption by the present General Shareholders' Meeting of the 13th Resolution below;
- the stimulation of the stock market within the framework of a liquidity contract concluded with an investment service provider, in accordance with the Ethics Code recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers, AMF*);
- the implementation of any market practices to be authorised by the French Financial Markets Authority (AMF) and, more broadly, the performance of all operations in accordance with legal and regulatory provisions in force.

**Hereby fixed** as follows the terms of this purchase:

The maximum amount of funds destined to the shares buyback program is ten million (10,000,000) euros. These purchase, divestment, exchange or transfer operations may be carried out by any means, i.e., on the market or over-the-counter, within the limits permitted by the regulations in force. These operations may take place at any time, in compliance with the regulations in force, including during a public offer period, subject to the legal and regulatory provisions in force.

It is specified that (i) a maximum amount of 5% of the shares making up the share capital of the Company may be allocated for retention and subsequent allotment as payment or in exchange during a merger, spinoff or contribution operation and that (ii) in case of acquisition under a liquidity agreement, the number of shares taken into account for the calculation of the 10% limit of the amount of share capital previously mentioned will correspond to the number of purchased shares, less the number of shares resold during the extent of this authorisation.

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The maximum per-share purchase price by the Company of its own shares must not exceed sixty-five euros (€65). It is specified that in the event of operations affecting the capital, particularly in case of capitalisation of reserves and/or stock split or reverse stock split, this price will be adjusted by a multiplying coefficient equal to the ratio between the number of securities composing the share capital before the operation and this number after the operation.

**Hereby delegates** to the Executive Board, in case of a change in the nominal value of the share, of a capital increase by capitalisation of reserves, stock split, reverse stock split and distribution of reserves or of any other assets, of a capital depreciation or of any other operation linked to equity, the authority to adjust the above-mentioned purchase and sale prices in order to take into account the impact of these operations on the share value,

**Hereby grants** full authority to the Executive Board, subject to strict compliance with legal and regulatory texts, with the faculty to sub-delegate in order to:

- evaluate the appropriateness of launching a buyback program;
- determine the terms and conditions of the buyback program, including the price of purchased shares;
- carry out by any means the acquisition, sale or transfer of these shares, place all stock exchange orders;
- allocate or reallocate acquired shares according to the different objectives pursued under the legal and normative conditions in effect;
- enter into any agreement with the goal of keeping records of stock purchases and sales, file all declarations with the French Financial Markets Authority (*Autorité des Marchés Financiers, AMF*) and any other authority, and comply with all formalities;
- prepare and publish the information release regarding the establishment of the buyback program; and
- in general, take all requisite action to implement and execute the present decision.

**Hereby decide** that the authorisation is valid for a maximum period of **eighteen (18) months** as from the date of the present decision or up to **21 March 2022**.

**Hereby decide** that the present authorisation voids any earlier delegation having the same purpose.

The Executive Board will provide to shareholders, gathered in the annual General Meeting, in the report indicated in article L.225-100 of the French Commercial Code and in compliance with article L.225-211 of the French Commercial Code, all information regarding the performance of share purchase operations authorised by the General Shareholders' Meeting, particularly the amount and the price of the shares acquired and the volume of used shares.

### **EXTRAORDINARY GENERAL MEETING**

#### **TENTH RESOLUTION**

*Authorisation to be given to the Executive Board for the allocation of free shares*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority,

after reviewing the Executive Board's report and the Statutory Auditor's special report,

**Hereby authorises** the Executive Board, under provisions of articles L.225-197-1 *et seq.* of the French Commercial Code, to proceed, on one or several times, to free allocations of shares existing or to be issued, to the favour of the beneficiaries that it will determine among the employees of the Company or the companies or groups linked to it in compliance with the provisions in article L.225-

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197-2 of the previously mentioned Code and the managing executives indicated in article L.225-197-1, II (subject to compliance with the provisions of article L.225-197-6) under the following conditions;

**Hereby decides** that the Executive Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board,

**Hereby decides** that all free shares attributed by virtue of the present resolution may not exceed two hundred thousand (200,000) shares with a nominal value of 1.20 euros, nor an amount such that the cumulative number of free shares allocated and non-definitively acquired under existing plans and the present resolution, and options open and not yet exercised granted to employees under shares purchase or subscription options plan existing or concomitant at the free shares grant date, cannot exceed three hundred seventy one thousand five hundred (371,500) shares with a nominal value of EUR 1.20;

**Hereby decides** that allocations made pursuant to the present resolution may be subject to one or more performance conditions;

**Hereby decides** that the allocation of said shares to their beneficiaries will become definitive, for all or part of the allocated shares, within a vesting period of at least one year;

**Hereby decides** that, within the limits set in the previous paragraphs, the Executive Board will determine the length of the vesting period and the length of the eventual retention period; it being specified that when this eventual retention period ends, these shares can only be granted in accordance with the relevant legal and statutory provisions in effect;

**Hereby decides** that the allocation of these shares to their beneficiaries will become definitive before the end of the aforementioned vesting periods in the event of disability of the beneficiary pursuant to the second or third category established in article L.341-4 of the Social Security Code and that these shares will be freely transferable in the event of disability of the beneficiary pursuant to the previously mentioned categories of the Social Security Code;

**Hereby grants** all powers to the Executive Board, with sub-delegation authority within the limits defined by law, in order to implement the present authorisation and particularly in order to:

- determine the identity of the beneficiaries of the shares allocations from the employees of the Company or aforementioned companies or groups and the managing executives indicated in article L.225-197-1, II of the French Commercial Code;
- for the shares that would, if applicable, be allocated to the managing executives indicated in article L.225-197-1, II al. 4 of the French Commercial Code, or decide that these shares cannot be granted by the interested parties before they cease to hold office, or determine the amount of shares that they will have to retain in registered form until they cease to hold office;
- set the conditions and, where applicable, the criteria for shares allocation, and in particular any performance condition it deems necessary, as well as the terms of adjustment in the event of a financial operation by the Company;
- in the event of the issue of new shares, charge, if necessary, to the reserves, profits or share premiums, the sums necessary for the release of said shares;
- make, if necessary, adjustments to the amount of allocated shares linked to eventual operations on the Company's share capital;



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- note the increase(s) in capital resulting from any allocation performed pursuant to this authorisation and modify the articles of association accordingly;

**Hereby acknowledges** that, should the Executive Board uses the present authorisation, it will inform the Ordinary General Meeting each year of the operations performed under the provisions of articles L.225-197-1 to L.225-197-3 of the French Commercial Code, pursuant to established conditions in article L.225-197-4 of said Code;

**Hereby decides** that this authorisation is granted for **twenty-six (26) months** from the date of the present General Shareholders' Meeting, or until **21 November 2022**, and voids as of this day, if applicable, any unused portion of any prior authorisation granted to the Executive Board having the same purpose (*13th resolution of the General Shareholders' Meeting of 25 September 2019*).

#### **ELEVENTH RESOLUTION**

*Authorisation to be given to the Executive Board to grant options to subscribe or purchase Company's shares*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority,

after reviewing the Executive Board's report and the Statutory Auditor's special report,

**Hereby authorises** the Executive Board, pursuant to the provisions of articles L.225-177 to L.225-186 of the French Commercial Code, to consent, on one or several times, under the conditions it will establish, a maximum of fifty thousand (50,000) options giving the right to subscribe to a maximum number of fifty thousand (50,000) shares which can be made of new shares from the Company or existing shares of the Company resulting from purchases made by the Company, in accordance with the law, for the benefit of all or certain employees and/or managing executives referred to by law, both from the Company and from linked entities under the conditions established in article L.225-180-I-1° of the French Commercial Code, taking into consideration that:

- each option will give the right to subscribe to one (1) ordinary share to be issued in the case of subscription options or an existing share in the case of purchase options;
- the total number of shares that may be subscribed under the subscription or purchase options allocated and not yet exercised may never exceed one third of the share capital.

The present authorisation entails the express waiver by shareholders of their preferential subscription right to the shares to be issued as options are exercised by the beneficiaries of the share subscription options.

**Hereby decides** that the Executive Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board,

**Hereby decides**, in accordance with the law, that the subscription or purchase price of shares issued from the exercise of options may not be less than 80% of the volume-weighted average of the last twenty trading sessions preceding the day of the Executive Board's meeting during which the options will be granted, nor less than 80% of the average purchase of the Company's shares in accordance with the law.

The subscription or purchase price thus established may not be modified during the validity period of the options. However, if the Company performs one of the operations referred to in article L.225-181 of the French Commercial Code, it must take the necessary measures to protect the interests of

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beneficiaries of the options under the conditions from article L.228-99 of the French Commercial Code. In the event of the issue of new equity securities or new securities giving access to equity, as well as in the event of a merger or spinoff of the Company, the Executive Board may suspend the exercise of the options.

**Hereby decides** that the options must be exercised within a maximum period of 10 years from the day in which they are approved and will become automatically null and void by law if they are not exercised before their expiry date;

**Hereby decides** that the maximum capital increase resulting from the exercise of all options may amount to up to sixty thousand (60,000) euros per issuance of 50,000 new ordinary shares;

**Hereby grants** all rights to the Executive Board, with sub-delegation authority within the limits defined by law, in order to implement the present authorisation and particularly in order to:

- establish the list of beneficiaries and the number of options attributed to each;
- determine the conditions under which the options will be granted and under which they may be exercised, establish the terms of benefit, possibly provide for immediate resell interdiction clauses of all or some shares and proceed with any subsequent amendment or modification of the terms of these options, if needed;
- set the subscription price of the shares and decide the conditions under which the price and the number of shares can be adjusted, particularly in the various cases included in articles R.225-137 *et seq.* of the French Commercial Code;
- establish the exercise period(s) of the granted options;
- provide for the right to temporarily suspend the exercise of options for a maximum of three months, in the event of financial transactions involving the exercise of a right attached to the shares;
- if necessary, limit, suspend, restrict or prohibit the exercise of options or the sale or transfer of bearer shares obtained by exercise of the options during certain periods or as of certain events. This decision may apply to all or some options or purchases and involve all or certain beneficiaries;
- record the completion of capital increases for the amount of new issued shares through the exercise of subscription options, proceed to the corresponding modification of the articles of association and, based on its decision, charge the costs of the capital increase to the amount of issuance premiums and deduct from this amount the necessary funds to increase the legal reserve to one tenth of the new share capital after each increase;
- and, in general, carry out all necessary actions.

**Hereby decides** that this authorisation is granted for **thirty eight (38) months** from the date of the present General Shareholders' Meeting, or until **21 November 2023**, and voids as of this day, if applicable, any unused portion of any prior authorisation granted to the Executive Board having the same purpose (*14th resolution of the General Shareholders' Meeting of 24 September 2019*);

**Hereby acknowledges** that, if the Executive Board uses the present authorisation, it will report to the following General Ordinary Meeting, in accordance with the laws and the regulations.

#### **TWELFTH RESOLUTION**

*Delegation of powers to be granted to the Executive Board for the purpose of an increase in the share capital whose subscription would be reserved for employees who are members of a company savings plan established in accordance with the provisions of articles L.225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labour Code, with waiver of the preferential subscription rights reserved for the benefit of Company's employees*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority,

after reviewing the Executive Board's report and the Statutory Auditor's special report,

**Hereby decides** to proceed with a capital increase of a maximum nominal amount of sixty-three thousand seven hundred fifty-six euros (€63,756) through issuance of new ordinary shares of the Company, of a nominal value of 1.20 euros, to be paid in cash or by offsetting against certain, liquid and payable debts against the Company, reserved for employees of the Company or its attached companies pursuant to article L.225-180 of the French Commercial Code, members of the Company Savings Plan (Plan d'Epargne Entreprise) to be enacted at the initiative of the Company and/or of any mutual fund through which new shares thus issued would be subscribed by them,

**Hereby decides** that the Executive Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board,

**Hereby decides** that the subscription price of shares issued under the present delegation of authority, which will grant the same rights as the previous shares of the same category, will be established by the Executive Board in accordance to the provisions of article L.3332-19 or L.3332-20 from the French Labour Code depending on whether or not the securities are admitted to trading on a regulated market on the date of the capital increase,

**Hereby decides** to cancel the preferential subscription right of shareholders to ordinary shares to be issued under the present resolution, reserved to the Company's shareholders pursuant to article L.225-132 of the French Commercial Code and to reserve the subscription to employees working for the Company on the date of the subscription and who are members of the Company Savings Plan,

**Hereby decides** that each capital increase will only be performed up to the number of shares effectively subscribed by the employees individually or through a mutual company fund or any other structure or entity authorised by legal or normative regulations in effect,

**Hereby decides** to delegate full powers to the Executive Board, in compliance with the provisions of article L.225-129-1 of the French Commercial Code, with sub-delegation faculty pursuant to article L.225-129-4 of the French Commercial Code, in order to implement the present decision under the legal conditions and according to the limits and conditions stated above, in particular to:

- carry out, after having established the Company Savings Plan, within a maximum period of five (5) years from the date of the present decision, the share capital increase on one or several times, upon its sole deliberation, through issuance of shares reserved for employees or related companies pursuant to article L.225-180 of the French Commercial Code that are subscribed to the Company Savings Plan in favour of which preferential subscription right has been withdrawn;
- determine eventual allocation conditions for the new shares thus issued in benefit of the above-mentioned employees under legal conditions, including terms of seniority, establish the list of beneficiaries, as well as the number of shares that can be allocated to each of them, within the limits of the capital increase;
- decide that subscriptions may be made directly or through a company mutual fund or any other structure or entity authorised by legal or regulatory provisions;
- establish and fix the terms and conditions of membership to the Company Savings Plan, which would be necessary to establish or modify the regulation;

- determine the date and terms of issuances that will be made pursuant to the present delegation in accordance with legal and statutory requirements, and in particular fix the subscription price respecting the conditions of article L.3332-20 of the Labour Code, establish opening and closing dates of subscription, benefit dates and share release deadlines, collect employees subscriptions;
- collect the sums corresponding to the subscription payment, whether settled in cash or with receivables, and when necessary, establish the credit balance of current accounts in the Company's account book on behalf of the subscribers that are paying through compensation the subscribed shares;
- determine, within the legal limit of three (3) years from subscription pursuant to article L.225-138-1 of the French Commercial Code, the period granted to employee subscribers for the payment of their subscription, given that in compliance with legal requirements subscribed shares can be paid, upon the Company's or the subscriber's demand, through periodic payments or through equal and regular deductions from the subscriber's salary;
- verify that share capital increases are performed for the amount of the shares that will be effectively subscribed, individually or through the existing company mutual fund or any other structure or entity authorised by legal or regulatory provisions in effect, and, when necessary, charge all expenses to the amount corresponding to the premiums paid on the issue of shares and deduct from this amount all necessary sums to increase the legal reserve to one tenth of the new share capital after each increase;
- perform, directly or through a representative, all legal procedures and formalities;
- make all necessary modifications in the articles of association relating to share capital increases;
- take all measures, and in general, carry out all necessary and useful practices to conclusively perform the subsequent share capital increase or increases.

**Hereby decides** to establish the period of validity of the present delegation at **twenty-six (26) months** from the current decision, or until **21 November 2022**, from the present General Shareholders' Meeting.

#### **THIRTEENTH RESOLUTION**

*Authorisation to be given to the Executive Board in order to reduce the Company's share capital by cancelling treasury shares*

The General Shareholders' Meeting, deliberating under the conditions required for Extraordinary General Meeting as to quorum and majority, after reviewing the Executive Board's report and the Statutory Auditors' report,

after recalling the admission to trading and the listing of the Company's shares on the Euronext Growth Paris market,

in compliance with the provisions of article L.225-209 of the French Commercial Code,

**Hereby authorises** the Executive Board, with sub-delegation faculty, to invalidate on one or several times, when deemed appropriate, for **eighteen (18) months** from the present General Shareholders' Meeting, the shares acquired by the Company under the application of the authorisation indicated in the 9th Resolution or any resolution with the same purpose and the same

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legal basis, subject to a limit of 10% of the Company's share capital for a period of twenty-four (24) months, and to reduce accordingly the share capital, it being recalled that this percentage applies to capital adjusted in function of the operations affecting it after the present General Shareholders' Meeting,

**Hereby decides** that the Executive Board, before using this authorisation, must obtain prior authorisation or assent from the Supervisory Board,

**Hereby authorises** the Executive Board to charge the difference between the invalidated shares' redemption value and their nominal value to the "Share premiums" account or to any other available reserves account, including the legal reserve, within the limit of 10% of the applied capital reduction,

**Hereby grants** full powers to the Executive Board, subject to strict compliance with legal and regulatory texts, with the faculty to sub-delegate in order to:

- proceed with this or other shares invalidation or capital reduction operations;
- establish the final amount of the capital reduction;
- determine the terms of this operation;
- verify its application;
- proceed to the corresponding modification of the Company's articles of association;
- carry out all formalities and declarations to all entities;
- and in general, take all requisite action to implement the present authorisation,

**Hereby decides** that the present authorisation will void any previous delegation with the same purpose (*17th resolution of the General Shareholders' Meeting on 24 September 2019*).

#### **FOURTEENTH RESOLUTION**

*Amendment of article 24 of the Company's articles of association*

The General Shareholders' Meeting, deliberating under the conditions required for Extraordinary General Meetings as to quorum and majority, after reviewing the Executive Board's report,

**Hereby decides** to modify the eleventh and twelfth paragraphs from article 24 of the articles of association that were initially as follows:

*"11 – The Ordinary General Meeting issues decisions by majority of the votes of the shareholders present, represented, or voting by mail.*

*12 – The Extraordinary General Meeting and the Special Meeting issue decisions by a two-thirds majority of the votes of shareholders present, represented, or voting by mail."*

The modified versions of the eleventh and twelfth paragraphs from article 24 of the articles of association are as follows:

*"11 – The Ordinary General Meeting issues decisions by majority of the votes cast by the shareholders present, represented, or voting by mail. Votes cast do not include those attached to actions on which the shareholder has not taken part in the vote, has abstained, or has voted blank or null.*

*12 – The Extraordinary General Meeting and the Special Meeting issue decisions by majority of two thirds of the votes cast by the shareholders present, represented, or voting by mail. Votes cast do not include those attached to actions on which the shareholder has not taken part in the vote, has abstained, or has voted blank or null."*

The rest of the articles of association remain unchanged.

### **FIFTEENTH RESOLUTION**

#### *Power to carry out formalities*

The General Shareholders' Meeting, deliberating under the conditions required for Ordinary General Meetings as to quorum and majority,

**Grants** all authority to the bearer of copies or extracts of these minutes of this General Shareholders' Meeting, in order to carry out all publication and filing formalities as required by the law in force.

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## **INFORMATION**

### ***1 – Participation in the General Shareholders' Meeting***

#### ***Shareholders***

Shareholders can participate in this General Shareholders' Meeting regardless of how many shares they hold, notwithstanding any contrary provisions.

Shareholders can participate in the General Shareholders' Meeting that will exceptionally be held behind closed doors:

- either voting by post;
- or obtaining representation by giving proxy to the President;
- or obtaining representation by giving proxy to any person of their choice (article L.225-106 of the French Commercial Code).

It is stated that for any proxy given by a shareholder without a specific proxy representative, the Chairman of the General Meeting will issue a vote in favour of the adoption of resolution projects presented or accepted by the Executive Board, and a vote against the adoption of any other resolution projects.

In accordance with article 7 of decree No. 2020-418 of 10 April 2020 on the adaptation of the rules of meeting and deliberation of general meetings due to Covid-19, it is stated that the shareholder that will have voted remotely or issued a proxy within the conditions established below, may exceptionally choose another means of participation in the General Shareholders' Meeting (his previous decision will then be revoked) provided that the relevant directive is given within a compatible timeframe with those established below.

Legal representatives of incapable shareholders and legal entities that are shareholders may be asked to prove their official capacity by presenting a Court decision or a certified extract of the decision from the shareholders or from the board that appointed them.

In accordance with article R. 225-85 of the French Commercial Code, shareholders who can justify the following will be able to participate in the General Shareholders' Meeting:

- for registered shares: registration of these shares in the registered share accounts of the Company by Friday, 18 September 2020 at midnight, Paris time;
- for bearer shares: a book entry of these shares (if necessary, in the name of the intermediary registered on behalf of the implied shareholder within the legal and regulatory conditions) in the registered bearer accounts held by their intermediary by Friday, 18 September 2020 at midnight, Paris time. The authorised intermediaries will issue a participation certificate, attached to the postal vote or proxy form established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders that can justify their status by Friday, 18 September 2020 at midnight, Paris time, pursuant to the conditions mentioned above, will be able to participate in this General Shareholders' Meeting.

The shareholder may, at any time, sell all or part of his shares:

- if this is done before Friday, 18 September 2020 at midnight, Paris time, the vote issued by post or by proxy, joined, when necessary, by a participation certificate, will be invalidated or modified accordingly. To this end, the intermediary authorised as account holder must notify the Company or his proxy that he is selling the shares and must provide all necessary information;
- if the sale or any other transaction is carried out, by any means, after Friday, 18 September 2020 at midnight, Paris time, it will not be notified by the authorised intermediary nor taken into consideration by the Company.

#### ***Method of participation in the General Shareholders' Meeting***

*The General Shareholders' Meeting will exceptionally be held behind closed doors. Given this context, you are invited to vote by post or by proxy, by electronic or postal means. Shareholders are invited to send their form, electronically when possible.*

#### **Vote by post or by proxy, either electronically or by post**

All shareholders (registered or bearer) that wish to vote by post or by proxy may request a vote form by mail or by proxy by sending a letter to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or via email to the following address: [assemblee2020@focus-home.com](mailto:assemblee2020@focus-home.com) no later than six days before the General Meeting. The postal or proxy vote form will also be available on the Company's web site: <https://investor.focus-home.com/fr/meetings>.

Shareholders will send their postal or proxy vote forms so that the Company or CACEIS Corporate Trust receives them no later than three days before the date of the General Shareholders' Meeting, or no later than Saturday, 19 September 2020 at midnight, Paris time:

- if their shares are in registered form in an account: issue the form directly to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or to the Company by email at the following address: [assemblee2020@focus-home.com](mailto:assemblee2020@focus-home.com);
- if their shares are registered in an account in the form of bearer shares: issue the form to the account-keeping entity that manages its administration, which will attach a participation certificate and will send it to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or to the Company by email at the following address: [assemblee2020@focus-home.com](mailto:assemblee2020@focus-home.com).

It is specified that any form received after this deadline will not be taken into consideration.

### **Designation/revocation of mandates with proxy instruction by electronic means**

Shareholders may grant or revoke a mandate with proxy instruction by electronic means in compliance with the provisions of article R.225-79 of the French Commercial Code, according to the following procedures:

- if their shares are in registered form in an account: sending an email to the following address: [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com). This email must include a scanned copy of the vote by proxy form stating the name, last name, address and bank information of the shareholder as well as the name, last name and address of the designated or revoked proxy;
- if their shares are registered in an account in the form of bearer shares: asking the financial intermediary that manages its share accounts to send a written confirmation of this designation or revocation of a proxy to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or by email to the following address: [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com).

In accordance with article 6 of decree No. 2020-418 of 10 April 2020, in order that the designations or revocations of mandates, duly signed and completed, can be adequately taken into account, they must be issued to CACEIS Corporate Trust no later than the fourth day before the date of the General Shareholders' Meeting, i.e. no later than Friday, 18 September 2020.

In this respect, pursuant to article 6 of decree No. 2020-418 of 10 April 2020, the proxy must issue his instructions for the execution of the mandates entrusted to him, to CACEIS Corporate Trust, by email to the following address: [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com), in the form of the postal vote form (mentioned in article R. 225-76 of the French Commercial Code), no later than the fourth day before the date of the General Shareholders' Meeting, i.e. no later than Friday, 18 September 2020.

The revocation of a mandate is carried out under the same conditions as those used for its designation.

In accordance with the law, all documents that must be communicated to this General Shareholders' Meeting will be made available to the shareholders, within the legal deadlines, at the Company's headquarters located in Parc Pont de Flandre, "Le Beauvaisis", Bâtiment 28, 11 rue de Cambrai, 75019 Paris and on its web site: <https://investor.focus-home.com/fr/meetings>.

There are no plans for voting or participation by electronic means of telecommunication for this General Shareholders' Meeting, therefore, no websites included in article R.225-61 of the French Commercial Code will be set up for this purpose.

### ***2 – Submission of written questions and request to include items or resolution projects in the agenda***

*Taking into consideration the exceptional situation linked to COVID-19, we suggest that you give priority to requests for the inclusion of items or resolution projects in the agenda and the submission of written questions electronically.*

Shareholders may ask written questions to the Company as from the convening of the General Shareholders' Meeting, pursuant to articles L.225-108 and R.225-84 of the French Commercial Code. These questions should be sent to the Chairman of the Executive Board of the Company's headquarters located the following address: Parc Pont de Flandre, "Le Beauvaisis", Bâtiment 28,



*Free translation - In the event of discrepancies between the French and the English versions, the French one shall prevail*

11 rue de Cambrai, 75019 Paris, by registered letter with acknowledgement of receipt, or by electronic means to the following email address: [assemblee2020@focus-home.com](mailto:assemblee2020@focus-home.com), no later than the fourth working day before the date of the General Shareholders' Meeting, or by Wednesday, 16 June 2020 at midnight, Paris time. They must be accompanied by a registration certification.

Motivated requests to include items or resolution projects in the agenda by shareholders that meet legal and regulatory requirements in effect, or from the Social and Economic Committee, must be sent to the Company's headquarters at the following address: Parc Pont de Flandre, "Le Beauvaisis", Bâtiment 28, 11 rue de Cambrai, 75019 Paris, by registered letter with acknowledgement of receipt request, or by electronic means to the following email address: [assemblee2020@focus-home.com](mailto:assemblee2020@focus-home.com), within twenty (20) days of the present notice and must be received by the Company no later than the twenty-fifth (25<sup>th</sup>) day before the General Shareholders' Meeting. These requests must be accompanied by a registration certification that justifies the possession or the representation by the issuers of the request of the fraction of capital required by the regulations in effect. The request for the inclusion of resolution projects is accompanied by the text of resolution projects which may be complemented by a brief explanatory memorandum. The request to include items in the agenda shall states the reasons of this inclusion.

It is also recalled that the assessment by the General Shareholders' Meeting of the items in the agenda and the resolutions that will be presented is subject to the transmission by the interested individuals of a new certificate justifying the register of their shares in the same accounts by the second (2<sup>nd</sup>) working day before the General Shareholders' Meeting at midnight, Paris time.

### **3 – Right of communication**

The documents and information prescribed in article R.225-73 of the French Commercial Code can be accessed on the Company's web site <https://investor.focus-home.com/fr/meetings> and at the Company's headquarters at Parc Pont de Flandre, "Le Beauvaisis", Bâtiment 28, 11 rue de Cambrai, 75019 Paris, as from the convening of the General Shareholders' Meeting.

Shareholders are informed that a convening notice will be published in the B.A.L.O. at least fifteen (15) days before the date of the General Meeting of shareholders including eventual modifications on the agenda following the requests to include resolution projects presented by the shareholders and/or the Social and Economic Committee.

***The Executive Board***