

TRANSLATION FOR INFORMATION PURPOSE ONLY

FOCUS ENTERTAINMENT

A public limited company (société anonyme) with share capital of €7,780,711.20
Parc de Flandre “Le Beauvaisis” Bâtiment 28
11, Rue de Cambrai - 75019 Paris
RCS Paris 399 856 277
(the “Company”)

MEETING CALL NOTICE

The shareholders are convened to a Combined Ordinary and Extraordinary Shareholders’ Meeting to be held at 9 o’clock in the morning on Thursday, 22 September 2022 at Parc de Flandre, 11 Rue de Cambrai, 75019 Paris.

**WARNING - EPIDEMIOLOGICAL
SITUATION**

In relation to the COVID-19 epidemic, the procedures of convening and holding the General Meetings are subject to change to comply with the provisions and regulations in force on the date of such General Meeting.

Shareholders are asked to consult the General Meeting section on the Company website (<https://investor.focus-entmt.com/fr/meetings>), which will be updated to clarify, where necessary, the definitive procedures for attending the General Meeting, depending on the health and/or legal regulations that may apply subsequent to this notice being published.

AGENDA

I. WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

1. Approval of the corporate financial statements for the year ended on 31 March 2022 and discharge of the former members of the Management Board and Supervisory Board for the fulfilment of their mandate for the year ended;
2. Approval of the consolidated financial statements for the fiscal year ended 31 March 2022;
3. Approval of the expenses and charges specified by Article 39-4 of the French General Tax Code;
4. Allocation of profit for the year;

5. Approval, in application of articles L.225-38 and L.225-40 of the French Commercial Code, of the regulated agreement stipulated with Christophe Nobileau and specified in the Auditor's Special Report;
6. Authorisation to be given to the Board of Directors for the Company's purchase of its own shares in accordance with Article L.22-10-62 of the French Commercial Code;

II. WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

7. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to capital, or giving the right to a debt security with elimination of the preferential subscription right for shareholders for the benefit of categories of beneficiaries;
8. Authorisation to be granted to the Board of Directors to increase the number of shares issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, in the event of application of the delegation of authority referred to in the seventh resolution;
9. Delegation of competence to the Board of Directors to decide on a share capital increase for cash with the elimination of pre-emptive rights of subscription to the benefit of employees adhering to a company savings plan;
10. Authorisation to be given to the Board of Directors in order to reduce the share capital by cancelling treasury shares;

III. WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

11. Powers for formalities.

TEXT OF THE RESOLUTIONS SUBJECTED TO THE GENERAL MEETING OF SHAREHOLDERS

I. WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the corporate financial statements for the year ended on 31 March 2022 and discharge of the former members of the Management Board and Supervisory Board for the execution of their mandates for the year ended)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered:

- the Management Report drawn up by the Board of Directors;
- the Auditors' Report on the Corporate Financial Statements for the fiscal year ended 31 March 2022,

Approves the Annual Accounts, namely the Balance Sheet, the Income Statement and the Notes ended on 31 March 2022, as they were presented, as well as the transactions reflected in these accounts and summarised in these reports.

Therefore, the General Meeting fully and without reservation discharges the former members of the Management Board and the Supervisory Board for the execution of their mandates for the year ended.

SECOND RESOLUTION

(Approval of the Consolidated Financial Statements for the fiscal year ended 31 March 2022)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered:

- the Management Report drawn up by the Board of Directors;
- the Auditors' Report on the Consolidated Financial Statements for the fiscal year ended 31 March 2022,

Approves the Consolidated Accounts, namely the Balance Sheet, the Income Statement and the Notes ended on 31 March 2022, as they were presented, 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 Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Board of Directors' Management Report, the

Auditors' Report on Consolidated Statements, ruling under the conditions of Article 223 quater of the French Tax Code,

Finds there were no non-tax-deductible expenses or charges as referred to in Article 39-4 of the French Tax Code, during the fiscal year ended 31 March 2022.

FOURTH RESOLUTION

(Allocation of profit for the year)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Board of Directors' Management Report and after having confirmed that the Balance Sheet of the fiscal year ended on 31 March 2022 shows a net profit of €6,018,017.14, resolves, on the Board of Directors' proposal, to allocate this profit to "Retained earnings", which thus comes to €47,942,160.19.

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Board of Directors' Management Report, duly notes, pursuant to the provisions of Article 243 bis of the French Tax Code, that the dividends distributed over the last three fiscal years were as follows:

For the financial ending on	Dividend per share	Dividend distributed	Distribution in shares	Abatement referred to in 2° Article 158-3 of the French General Tax Code	
				Eligible for the 40% abatement	Non-eligible for the 40% abatement
31 March 2021	0	0	0	-	-
31 March 2020	0	0	0	-	-
31 March 2019	0.68	3,470,824.04	709,587.60	3,470,824.04	-

FIFTH RESOLUTION

(Approval, in application of articles L.225-38 and L.225-40 of the French Commercial Code, the regulated agreement stipulated with Christophe Nobileau and specified in the Auditor's Special Report)

The General Shareholders' Meeting, acting with the quorum and majority required for ordinary general shareholders' meetings, having taken note of the special report by the auditors, in accordance

with the provisions of Article L.225-40 of the French Commercial Code,

Acknowledges the conclusions of this special report and approves the non-competition clause stipulated with Christophe Nobileau under the terms set forth in this special report.

SIXTH RESOLUTION

(Authorisation to be given to the Board of Directors for the purchase by the Company of its own shares in accordance with Article L.22-10-62 of the French Commercial Code)

The general assembly, ruling under the conditions required by Ordinary General Assemblies as to quorum and majority,

After having considered the Board of Directors' report and in conformity with European Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 and the provisions of article L.22-10-62 of the French Commercial Code,

Authorises the Board of Directors, with powers to sub-delegate under legal conditions, to purchase or to request the purchase, on one or more occasions, 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 applies to capital adjusted according to the operations that modify it thereafter),

Decides that the Company's buyback of its own shares will have as a purpose:

- the attribution or allocation of shares to the benefit of employees and representatives of the Company or companies related to it or which will be related to it under the conditions defined by applicable provisions of law, notably for the exercise of stock options, the free allocation of shares and employee shareholding transactions reserved for members of company savings plans;
- delivery or exchange of shares for the exercise of rights attached to transferable securities giving future equity in the Company;
- their use during any hedging operations for the Company's commitments under financial instruments linked to the evolution of the Company's share price;
- the retention of shares and their subsequent delivery as payments or in exchange within

eventual operations of external growth, mergers, demergers, or capital contributions;

- 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 Meeting of the 10th resolution below;
- the animation of the stock market in the context of a liquidity contract in accordance with the practice authorised 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.

Sets the terms of this purchase as follows:

The maximum amount of funds available for the share buyback programme is twenty-six million four hundred thousand (26,400,000) euros. These purchase, divestment, exchange or transfer operations can be performed by any means, that is, 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) the number of shares acquired by the Company to be allocated for retention and subsequent allotment as payment or in exchange during a merger, demerger or capital contribution operation may not exceed 5% of its capital and that (ii) in case of acquisition under a liquidity contract, the number of shares taken into account to calculate the 10% limit of the amount of share capital previously mentioned will correspond to the number of purchased shares, after deducting the amount of resold shares during the extent of the present authorisation.

The maximum per-share purchase price by the Company of its own shares must not exceed ninety-nine euros (€99) (excluding acquisition costs). It is specified that in the event of operations on the capital, particularly in case of incorporation of reserves and/or division or consolidation of the shares, this price will be adjusted by a multiplier coefficient equal to the relation between the number of securities composing the share capital before the operation and this number after the operation.

Delegates to the Board of Directors, in the event of a change in the nominal value of the share, of a capital increase by incorporation of reserves, division, consolidation of securities 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,

Grants full authority to the Board of Directors, subject to strict compliance with the foregoing and with legal and regulatory texts, with the faculty to sub-delegate in order to:

- evaluate the possibility of launching a buyback programme;
- determine the terms and conditions of the buyback programme, 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 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 and any other authority, and comply with all formalities;
- prepare and publish the information release regarding the establishment of the buyback programme; and
- in general, take all requisite action to implement and execute the present decision.

Resolves that the authorisation is valid for a maximum period of eighteen (18) months as from the date of the present decision, i.e. until **22 March 2024**.

Resolves that this authorisation shall put an end, with immediate effect, for the part not used, to the previous delegation covering the same subject, given under the 6th resolution, by the Ordinary and Extraordinary General Meeting on 16 April 2021 and confirmed by the Ordinary and Extraordinary General Meeting on 1 April 2022.

The Board of Directors will provide to shareholders, gathered in the yearly general Meeting, in the report indicated in article L.225-100 of the French Commercial Code and in conformity with article L.225-211 of the French Commercial Code, all information regarding the performance of share purchase operations authorised by the general meeting, particularly the amount and the price of the shares acquired and the volume of used shares.

II. WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

SEVENTH RESOLUTION

(Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to capital, or giving the right to a debt security with elimination of the preferential subscription right for shareholders for the benefit of categories of beneficiaries)

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

After having considered the Board of Directors' Report and the Special Auditors' Report, in compliance with the provisions of Article L.225-129 et seq. of the French Commercial Code, particularly Articles L.225-129-2, L.225-135, L.225-138, L.228-92 and L.228-93 of said French Commercial Code,

Delegates to the Board of Directors its authority, with the option of sub-delegation under legal conditions, to proceed once or more, to issue in France or abroad, in the proportions, at the times and in accordance with the terms and conditions it deems appropriate, with elimination of the preferential subscription right of the shareholders, without indication of beneficiaries, in euros or foreign currency or in any other monetary unit established by reference to more than one currency, ordinary shares of the Company and/or any other securities giving immediate or deferred access, or at any moment or on a fixed date, to the capital of the Company or of the companies that directly or indirectly hold more than half of its capital or the companies of which it directly or indirectly holds more than half of the capital, or entitling the holder to a debt security by subscription or cash consideration or by offset against receivables, by conversion, exchange, redemption, presentation of a warrant or in any other manner, the representative debt securities which may be issued with or without guarantee, in the form, at the rates and under the conditions that the Board of Directors deems appropriate;

it being specified that the issue of all securities that confer a right to preference shares shall be strictly excluded from this delegation;

Resolves, in the event that the Board of Directors utilises this delegation to set the authorised limit amounts of the issues of shares, as follows:

- the maximum nominal amount of the immediate or future capital increases likely to be realised by virtue of this delegation is fixed at two million one hundred and thirty-one

thousand two hundred euros (€2,131,200) or in any other monetary unit established by reference to more than one currency, it being specified that, as necessary, the total nominal value of the additional shares to be issued, in order to preserve, in compliance with the law and applicable provisions of contract, the rights of bearers of securities giving future equity in the Company, shall be added;

- the nominal amount of bonds and other debt securities giving access to the capital subject to issue under this delegation cannot exceed one hundred and twenty-five million euros (€125,000,000) or its equivalent value in foreign currency at the date of issue;

Duly notes and resolves as necessary, that this delegation of authority entails the express waiver in favour of the bearers of securities, giving immediate or future access to the capital of the Company, of the shareholders' preferential subscription right to the shares to which these securities may give right, in accordance with the provisions of Article L.225-132 of the French Commercial Code;

Resolves that this delegation of competence is conferred upon the Board of Directors for a duration of **eighteen**

(18) months from the date of this General Meeting, namely **until 22 March 2024**, the date on which it will be considered as having expired if the Board of Directors has not used it;

Resolves to eliminate the preferential subscription right of shareholders to shares, other securities or to any other debt securities that may be issued pursuant to this resolution, for the benefit of categories of beneficiaries of the shares or securities to be issued, namely:

- investment companies, investment funds, institutional investors and asset management companies, under French law or foreign law (including, without limit all investment funds or venture capital companies, particularly all FPCIs, FCPRs, FIPs or holdings) that invest in the TMT sector (Technologies, Media and entertainment and Telecommunications), participating in the issue for an investment unit amount greater than €100,000 (issue premium included); and
- companies active in the TMT sector (Technologies, Media and entertainment and Telecommunications), taking an equity interest in the capital of the Company on the occasion of signing an agreement with the Company for a unit amount of investment greater than €100,000 (issue premium included).

The Board of Directors shall determine the precise list of beneficiaries of this capital increase or of these capital increases and/or issues of securities reserved for this category or these categories of persons and the number of securities allocated to each of them.

Resolves that:

- for capital increases, the issue price of the new shares (which will be identical in all respects to the existing shares, as specified in the paragraph below) shall be determined by the Board of Directors in accordance with the provisions of Articles L.225-138-II and R.225-114 of the French Commercial Code and shall be greater than or equal to the volume-weighted average of the opening price on the three trading days preceding the date on which it is determined, reduced, if appropriate, by a maximum discount of 10%, after correcting said average in case of differences in the dates of dividend rights;
- for the securities giving access to capital, the issue price shall be determined by the Board of Directors in such a manner that the monies received immediately by the Company when issuing the securities in question, increased by the monies to be received later by the Company for each attached or underlying share or for each security issued, shall be greater than or equal to the minimum price provided referred to above,
- the conversion, redemption and transformation into shares of each security giving access to capital would be affected, taking into account the nominal value of said security, in the form of a number of shares, such that the amount received by the Company for each share shall be greater than or equal to the minimum price referred to above.

Nevertheless it is specified that assuming the admission of the Company's shares to trading on a regulated market, the minimum price, to which reference is made in the three sub-clauses above, must be at least greater than or equal to the minimum price as provided by laws and regulations that apply to companies whose shares are admitted on a regulated market.

Resolves that the new shares issued resulting in a capital increase will be identical in all aspects to the old ordinary shares and subject to all provisions of the Articles of association and to the decisions of the General Meetings,

Specifies that the transaction referred to in this resolution may be carried out at any time, even during a period of public tender offer for the Company's shares, subject to applicable laws and regulations,

Resolves that the Board of Directors shall have all powers to implement or not implement this delegation, as well as postpone it, as the case may be, in accordance with the legal conditions, and within the limits and conditions cited above, and particularly in order to:

- decide to increase the capital and determine the securities to be issued and, in general, decide on the issues under this delegation,

- decide to increase the capital,
- set the issue price, and the amount of any premium that may be required on issuance, as the case may be, within the limits imposed by this resolution,
- determine the dates and terms and conditions of the capital increase, the class, form and characteristics of the securities to be issued, additionally, in the case of bonds or other debt securities giving access to the capital of the Company, whether they should be subordinated or not (and, where applicable, their subordination rank, as stipulated in the provisions of Article L.228-97 of the French Commercial Code), to determine their interest rate (particularly fixed or variable interest rates or zero-coupon or indexed interest rates), their term (definite or indefinite), and the other issuance conditions, (including attaching guarantees or suretyships) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, purchase or subscription of bonds or other representative debt securities, or take the form of complex debt instruments as defined by the stock market authorities; and during the term of the securities concerned, to amend the terms and conditions referred to above, in compliance with the applicable formalities,
- decide, assuming that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of the subscriptions received, provided that this amount reaches at least three quarters of the issue that has been decided,
- determine the terms of payment for the shares or securities giving access to capital to be issued or the shares to be issued,
- set the terms for exercising any rights attached to shares or securities to be issued, and in particular set the date, which may be retrospective, from which the new shares (namely any underlying securities) will rank for dividends, determine the rules governing the exercise of the rights, as the case may be, to conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as any other terms and conditions for completion of the capital increase,
- provide for an option to suspend, if appropriate, the exercise of the rights attached to the securities issued in accordance with the legal and regulatory provisions for a maximum period of three (3) months,
- on its own initiative, apply the expenses relating to the share capital increase to the amount of the relevant premiums and deduct from this amount the sums necessary so that the legal reserve is equal to one tenth of the new capital after each capital increase,
- determine and make all adjustments, to take into account the impact of the transactions on the capital of the Company, in particular if there is a change in the nominal value of the share, increase capital by incorporation of reserves, allotment of bonus shares, stock split or

reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which any rights of bearers of securities giving access to the capital will be preserved,

- record the completion of each capital increase and make consequential amendments to the Articles of Association,
- in general terms, enter into all agreements, particularly for the purpose of maintaining any rights of all bearers of securities giving an immediate or deferred right to a portion of the share capital, take all measures and carry out all formalities required for issuance, listing and financial servicing of the securities issued by virtue of this delegation and thus for exercise of the rights attaching thereto, to proceed with all formalities and declarations, apply for any authorisations that would be necessary for effective completion of this issue, and in general do all that is necessary.

The definitive terms and conditions of the transaction shall be the subject of an additional report as prescribed by Article L.225-129-5 of the French Commercial Code, which the Board of Directors shall draw up when it uses the delegation of authority subject to authorisation from this General Meeting. The auditors shall also draw up an additional report on this occasion.

Resolves that this authorisation shall supersede any previous delegation with the same purpose granted by the Ordinary and Extraordinary General Meeting held on 23 September 2021, under the fifteenth resolution.

EIGHTH RESOLUTION

(Authorisation to be granted to the Board of Directors to increase the number of shares issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, in the event of the delegation of authority referred to in the seventh resolution)

The General Shareholders' Meeting, acting with the quorum and majority required for extraordinary general shareholders' meetings, having taken note of the report by the Board of Directors and, in accordance with the provisions of Article L.225 -135-1 of the French Commercial Code,

Authorises the Board of Directors, with the faculty to delegate under legal conditions, to increase the number of securities to be issued, in application of the seventh resolution, under the same conditions, notably of price, as those applied for the initial issue, in accordance with the terms and conditions envisaged by the regulations in force on the date of issue or on today's date, for a period of 30 days following the closure of subscription and up to the limit of 15% of the initial issue;

Resolves that this authorisation shall have a duration of 24 months from the date of this General Meeting.

NINTH RESOLUTION

(Delegation of competence to the Board of Directors to decide a share capital increase for cash with the elimination of pre-emptive rights of subscription to the benefit of employees adhering to a company savings plan)

The General Meeting, ruling under the conditions required for Extraordinary General Meetings as to quorum and majority, after having considered the Board of Directors' Report and the Special Auditors Report, in compliance with the provisions of Article L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code, on the one hand, and Articles L.3332-18 et seq. of Labour Code on the other hand;

Authorises the Board of Directors to proceed, in one or more tranches, with a capital increase of a maximum nominal amount of sixty-four thousand six hundred and eight (64,608) euros 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'Épargne Entreprise) to be enacted at the initiative of the Company and envisaged by articles L.3332-1 et seq. of the Labour Code and that also satisfy any conditions laid down by the Board of Directors (the "**Beneficiary Employees**");

Resolves that the subscription price of shares issued under this delegation of authority, which will grant the same rights as the previous shares of the same category, will be set by the Board of Directors in accordance with the provisions of Article L.3332-19 or L.3332-20 of the French Labour Code depending on whether or not the shares are admitted for trading on a regulated market on the date of the capital increase, and within the limit of a maximum discount of 30% of the average of the opening prices quoted on the twenty stock market trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period;

Resolves to cancel the preferential subscription right of shareholders to ordinary shares to be issued under the present resolution, reserved for the Company's shareholders pursuant to Article L.225-132 of the French Commercial Code and to reserve the subscription for Beneficiary Employees;

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

Specifies that the transactions referred to in this resolution may be carried out at any time, even during a period of public tender offer for the Company's shares, subject to applicable laws and

regulations;

Resolves to delegate full powers to the Board of Directors, with the option of sub-delegation under the conditions of the law, in order to implement this authorisation under the legal conditions and in accordance with the limits and conditions stated above, in particular to:

- increase the capital in one or more tranches, by its resolution, by issuing shares reserved for Beneficiary Employees in the favour of whom the pre-emptive rights of subscription have been eliminated;
- 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;
- determine the date and terms of issuances that will be made pursuant to this delegation in accordance with legal and statutory requirements, and in particular set the subscription price in compliance with the conditions of the Labour Code, establish opening and closing dates of subscriptions, dates of dividend rights and share payment periods, 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 for the subscribed shares through compensation;
- 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 payment of their subscription, given that in conformity 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 capital increases are completed 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, apply 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.

Resolves that this delegation shall be given for a period of twenty-six (26) months from the date of this General Meeting and, insofar as necessary, that it shall replace all earlier delegations concerning the same subject.

TENTH RESOLUTION

(Authorisation to be given to the Board of Directors in order to reduce the share capital by cancelling treasury shares)

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.22-10-62 of the French Commercial Code, in ruling under the conditions required for Extraordinary General Meetings as to quorum and majority and having acknowledged the report by the Board of Directors and the Auditor's Report, the General Meeting,

Authorises the Board of Directors, with sub-delegation faculty under legal conditions, to invalidate on one or more occasions, when deemed appropriate, for eighteen (18) months from the present General Meeting, the shares acquired by the Company under the application of the authorisation indicated in the sixth Resolution or any resolution with the same purpose and the same 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 the share capital correspondingly, it being recalled that this percentage applies to capital adjusted in function of the operations affecting it after the present General Meeting,

Authorises the Board of Directors 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,

Grants full authority to the Board of Directors, subject to strict compliance with legal and regulatory texts, with the faculty to sub-delegate in order to:

- proceed with this or other share invalidation or capital reduction operations;
- establish the final amount of the capital reduction;
- determine the terms of this operation;
- verify its application;
- proceed with 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,

Resolves that this authorisation shall supersede any previous delegation with the same purpose granted by the Ordinary and Extraordinary General Meeting held on 16 April 2021, under the fifteenth resolution.

III. WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

ELEVENTH RESOLUTION

(Powers for formalities)

In **resolving** in accordance with the quorum and majority conditions set forth by the Company's articles of association, the General Meeting **grants** all powers to the bearer of an original, extract or copy hereof, in order to fulfil all publication formalities applicable thereto.

I. Preliminary formalities in order to attend the General Shareholders' Meeting

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

The right to attend the Company's general shareholders' meetings is justified by the entry in the securities account under the name of the shareholder or intermediary entered on its behalf in application of article R.22-10-28 of the French Commercial Code, on the second working day prior to the meeting, i.e. **20 September 2022**, at midnight, Paris time:

- Either in the registered security accounts held by the Company, by its representative CACEIS Corporate Trust,
- Or in the bearer security accounts held by an authorised intermediary.

Registration with the account of securities in bearer securities accounts held by the qualified intermediary must be noted in a certificate of attendance issued by the latter and annexed to the postal voting form or proxy (the "**Single form for voting**") or to the request for an admission letter, prepared on behalf of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued, in compliance with article R.22-10-28 of the French Commercial Code to any shareholder wishing to physically attend the shareholders' meeting and who has not received an admission letter by the second working day before the date scheduled for the meeting, at midnight, Paris time.

Legal representatives of incapable shareholders and legal entities that are shareholders may be asked

to verify their official capacity by presenting a court decision or a certified extract of the decision from the associates or from the board that appointed them.

II. Procedures for voting at the General Shareholders' Meeting

1. To attend the General Shareholders' Meeting in person

Shareholders wishing to attend this Shareholders' Meeting may request an admission letter as follows:

- for bearer shareholders: bearer shareholders must complete the Single voting form, annexed to the call notice addressed to them, specifying their desire to attend the General Shareholders' Meeting and obtain an admission letter, which must then be sent back, signed and dated, to CACEIS Corporate Trust (**Service Assemblées Générales, Immeuble FLORES, 12 place des Etats-Unis CS 40083, 92549 Montrouge Cedex**), using the envelope attached to the call notice;
- bearer shareholders: bearer shareholders must ask the financial intermediary assuring the management of their variable securities account for an admission letter to be sent to them.

Requests for bearer and registered shareholder admission letters must be received by CACEIS Corporate Trust at the latest three days before the Shareholders' Meeting, in the manner indicated above.

2. To vote by proxy or by postal vote

If not attending this meeting in person, shareholders can choose from the following three options:

- send a written proxy with all the legally required information to the Company, without a specific proxy representative, it being specified that in this case, the Chairman of the General Meeting will issue a vote in favour of the adoption of resolution projects presented or accepted by the Board of Directors, and a vote against the adoption of any other draft resolutions;
- grant a power of attorney on any natural person or legal entity of their choosing under the conditions envisaged by articles L. 225-106 I and L.22-10-39 of the French Commercial Code;
- vote by postal vote.

Shareholders wishing to vote by postal vote or by proxy must proceed as follows:

- for registered shareholders: registered shareholders must complete the Single voting form, annexed to the call notice addressed to them, specifying their desire to be represented or vote by postal vote, which must then be sent back, signed and dated, to CACEIS Corporate Trust (**Service Assemblées Générales, Immeuble FLORES, 12 place des Etats-Unis CS 40083, 92549 Montrouge Cedex**), using the envelope attached to the call notice;
- for bearer shareholders: bearer shareholders shall, from the date on which the General Meeting is called, request the Single voting form from the financial intermediary managing the securities or from the Company, by written request that must reach the registered office at least six days before the General Meeting. Bearer shareholders must complete the Single voting form, clarifying that they wish to be represented or vote by postal vote and then return it, signed and dated, to their financial intermediary, who will forward it on, together with the

certificate of shareholding issued through it to CACEIS Corporate Trust (**Service Assemblées Générales, Immeuble FLORES, 12 place des Etats-Unis CS 40083, 92549 Montrouge Cedex**).

The Single voting form must be sent, as indicated above, to CACEIS Corporate Trust at least three calendar days before the General Meeting, i.e. by **19 September 2022**; failure to do so will mean that it is not considered.

The power of attorney given by a shareholder can be revoked in the same way as used to designate the proxy representative.

Shareholders who have sent a request for an admission letter, a power of attorney or form for vote by postal vote, cannot change the way in which they will be attending the General Shareholders' Meeting.

The shareholders may, at any time, sell all or part of their shares. However, should the transfer of ownership take place before midnight, Paris time on **20 September 2022**, the Company will invalidate or accordingly alter the postal vote, the power of attorney, the admission letter or the certificate of attendance. To this end, the intermediary shall notify the Company or its representatives of the transfer of ownership, providing all information necessary. No transfer of ownership implemented after midnight, Paris time, on **20 September 2022**, whatever the means used, will be notified by the intermediary or taken into account by the Company, regardless of any agreement to the contrary.

The Single voting forms will be automatically sent out to shareholders registered directly or under administration, by post.

III. — Written questions

From the date on which they can exercise their right to communication of the documentation submitted to the General Meeting, shareholders may ask the Company written questions in accordance with articles L. 225-108 and R. 225-84 of the French Commercial Code. Such questions must be addressed to the Chairman of the Company's Board of Directors, at the Company's registered office, by registered letter with acknowledgement of receipt, to the following address: Parc de Flandre "Le Beauvaisis", Bâtiment 28, 11 Rue de Cambrai, 75019 Paris, or by email to assemblee2022@focusent.com, at the latest on the fourth working day before the date of the General shareholders' meeting, i.e. 16 September 2022. They must be accompanied by a registration certification.

IV. — Request for registration of the draft resolutions or items for the agenda

Substantiated requests for the registration of items or draft resolutions on the agenda by shareholders meeting current legal conditions must be addressed to the registered office and sent either by registered letter with acknowledgement of receipt or email to assemblee2022@focusent.com; they must be received at the latest twenty-five days before the general shareholders' meeting is held.

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 article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the text of draft resolutions shall be submitted for examination by shareholders in accordance with the same conditions as the other documents of the General Meeting and will be published on the Company's website <https://investor.focus-entmt.com/fr/meetings>. The request for inclusion of draft resolutions is accompanied by the text of the draft resolutions which may include a brief explanatory memorandum and, in the event of drafts relating to the appointment of a candidate to the Board of Directors, the information envisaged by point 5 of article R.225-83 of the French Commercial Code.

It is also recalled that the examination by the general meeting of the items on the agenda and resolutions submitted is subject to the transmission, by the parties interested therein and at the latest by midnight, Paris time, on the second working day prior to the shareholders' meeting, of a new declaration showing the registration of their securities in the account, in accordance with the same conditions as set forth above.

V. – Right of communication

In accordance with the law, all documents needing to be communicated at this general meeting shall be made available to shareholders under the legal terms, at the Company's registered office at Parc Pont de Flandre "Le Beauvaisis", Bâtiment 28, 11 Rue de Cambrai, 75019 Paris and on the company website <https://investor.focus-entmt.com/fr/meetings>, or communicated following a simple request sent to CACEIS Corporate Trust (**Service Assemblées Générales, Immeuble FLORES, 12 place des Etats-Unis CS 40083, 92549 Montrouge Cedex**).

This notice shall constitute call notice, unless any changes should need to be made to the agenda, notably following requests for the inclusion of draft resolutions as may be made of the shareholders and/or the social and economic committee.

***THE BOARD OF
DIRECTORS***