

**TRANSLATION FOR INFORMATION PURPOSE ONLY**

**FOCUS ENTERTAINMENT**

A public limited company (*société anonyme*) with share capital of €7,793,911.20  
Parc de Flandre « Le Beauvaisis » - Bâtiment 28  
11, Rue de Cambrai - 75019  
Paris RCS Paris B 399 856 277  
(the « Company »)

**MEETING CALL NOTICE**

The shareholders of **FOCUS ENTERTAINMENT** are convened to a Combined Ordinary and Extraordinary General Meeting to be held on **12 September 2023** at **9 a.m.** at the Company's registered office at **Parc de Flandre - 11, Rue de Cambrai - 75019 Paris**. The agenda for the meeting is set out below:

**AGENDA SUBMITTED TO THE GENERAL MEETING**

***Within the authority of the Ordinary General Meeting***

- I. Approval of the corporate financial statements for the year ended 31 March 2023 and discharge of the directors and executive officers
- II. Approval of the consolidated financial statements for the year ended 31 March 2023
- III. Approval of expenses and charges specified by Article 39-4 of the French General Tax Code
- IV. Allocation of profit for the year and allocation to the legal reserve
- V. Ratification of the co-option of Fabrice Larue as director
- VI. Approval, pursuant to Articles L.225-38 and L.225-40 of the French Commercial Code, of the related-party agreements entered into with (i) Sean Brennan and (ii) Christophe Nobileau, and specified in the Auditors' Special Report
- VII. Authorisation for the Board of Directors to purchase the Company's own shares in accordance with Article L. 22-10-62 of the French Commercial Code

***Within the authority of the Extraordinary General Meeting***

- VIII. Delegation of authority to the Board of Directors to decide on (i) the issue, with preferential subscription rights applicable, of shares and/or securities giving immediate or future access to capital or giving the right to a debt security, or (ii) the incorporation of profits, reserves or additional share premiums into Company's capital
- IX. Delegation of authority to the Board of Directors to decide on the issue, by public offer, of shares and/or securities giving immediate or future access to capital or giving the right to a debt security, with cancellation of preferential subscription rights and without specifying the beneficiaries
- X. Delegation of authority to the Board of Directors to decide on the issue of shares and/or securities giving immediate or future access to capital or the right to a debt security, by means of an offer as set out in Article L.411-2 1° of the French Monetary and Financial Code, subject to a limit of 20% of the share capital per year, with cancellation of preferential subscription rights and without specifying the beneficiaries
- XI. Delegation of authority to the Board of Directors to decide on the issue of shares and/or securities giving immediate or future access to capital or the right to a debt security, with cancellation of

preferential subscription rights for the benefit of categories of beneficiaries

- XII. 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 one of the delegations of authority referred to in the preceding resolutions
- XIII. Delegation of authority to the Board of Directors to decide on a share capital increase for cash with the cancellation of preferential subscription rights to the benefit of employee members of a company savings plan
- XIV. Authorisation to be granted to the Board of Directors to reduce the share capital by a maximum nominal amount of €1,169,086.80 by means of a public share buyback offer followed by the cancellation of shares
- XV. Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares
- XVI. Authorisation to be granted to the Board of Directors to award free shares in the Company
- XVII. Authorisation to be granted to the Board of Directors to grant stock options on Company shares
- XVIII. Setting of the overall cap for authorised share and security issues giving access to capital and debt securities

***Within the authority of the Ordinary General Meeting***

- XIX. Powers for formalities

**TEXT OF RESOLUTIONS SUBMITTED TO THE GENERAL MEETING**

**I. WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING**

**FIRST RESOLUTION**

*(Approval of the corporate financial statements for the year ended 31 March 2023 and discharge of company officers for the performance 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 year ended 31 March 2023,

**approves** the Annual Accounts, i.e. the Balance Sheet, Income Statement and Notes to the accounts for the year ended 31 March 2023, as presented, together with the transactions reflected in these accounts and summarised in these reports.

Therefore, the General Meeting fully and unreservedly discharges the company directors for the performance of their respective mandates for the year ended.

## **SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the year ended 31 March 2023)*

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 year ended 31 March 2023,

**approves** the Consolidated Accounts, i.e. the Balance Sheet, Income Statement and Notes to the accounts for the year ended 31 March 2023, as presented, and the transactions reflected in these financial statements and summarised in these reports.

## **THIRD RESOLUTION**

*(Approval of expenses and charges referred to in 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 and the Auditors' Report, ruling under the conditions of Article 223 quater of the French General Tax Code,

**finds** there were no non-tax-deductible expenses or charges as referred to in Article 39-4 of the French General Tax Code, during the year ended 31 March 2023.

## **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 for the year ended 31 March 2023 shows:

- (i) share capital of €7,793,911.20,
- (ii) a legal reserve of €779,184.80,
- (iii) a net profit of €6,544,797.02,

**resolves**, on the Board of Directors' recommendation, to allocate this profit as follows:

- €206.32 to "Legal reserve", which increases it to €779,391.12, i.e. one tenth of the share capital;
- €6,544,590.70 to "Retained earnings", bringing it to €54,476,910.89.

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, in accordance with the provisions of Article 243 bis of the French General Tax Code, that the dividends distributed over the last three fiscal years were as follows:

For the year ended	Dividend per share	Abatement referred to in Article 158-3-2° of the General Tax Code	
		Eligible for the 40% abatement	Not eligible for the 40% abatement
31 March 2022	0	-	-
31 March 2021	0	-	-
31 March 2020	0	-	-

#### **FIFTH RESOLUTION**

*(Ratification of the co-option of Fabrice Larue as Director)*

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, having considered the Management Report, resolves to ratify the Board of Directors' co-option on 5 January 2023 of Fabrice Larue as a director to replace Neology Invest, which had resigned. His term of office as director will expire at the close of the General Meeting of Shareholders called to approve the financial statements for the year ending 31 March 2026.

#### **SIXTH RESOLUTION**

*(Approval, pursuant to Articles L.225-38 and L.225-40 of the French Commercial Code, of the related-party agreements entered into with (i) Sean Brennan and (ii) Christophe Nobileau, and specified in the Auditors' Special Report)*

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, having considered the Auditors' Special Report provided for in Article L.225-40 of the French Commercial Code,

Acknowledges the conclusions of said Special Report and approves (i) the non-compete clause stipulated in the contract with Sean Brennan, and (ii) the amendment to the corporate officer's contract of Christophe Nobileau, on the terms set out in said Special Report.

#### **SEVENTH RESOLUTION**

*(Authorisation for the Board of Directors to purchase the Company's own shares in accordance with Article L. 22-10-62 of the French Commercial Code)*

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, having considered the Board of Directors' Management Report, and in accordance 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 subdelegate under legal conditions, to purchase shares of the Company or have such shares purchased, on one or more occasions, up to a number of shares not exceeding 10% of the Company's share capital (at all times, this percentage applies to the share capital as adjusted to reflect transactions modifying it subsequently),

**resolves** that the Company will buy back its own shares for the following purposes:

- the attribution or allocation of shares to employees and officers of the Company and of companies that are or may be affiliated to it under the conditions defined by the applicable legal provisions, notably for the exercise of stock options, the allocation of free shares and employee shareholding operations reserved for members of a company savings plan;
- the delivery or exchange of shares for the exercise of rights attached to transferable securities giving access to the Company's capital;
- their use for any operations hedging the Company's commitments in relation to financial instruments, particularly with regard to changes in the Company's share price;
- the retention of shares and their subsequent delivery as payment or in exchange as part of any acquisitions, 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 tenth 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 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 and conditions of this purchase as follows:

The maximum amount of funds available for the share buyback programme is thirty-two million four hundred and seventy-five thousand euros (€32,475,000). These purchase, disposal, exchange or transfer transactions 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 transactions 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 retained for the subsequent use as payment or exchange for a merger, demerger or capital contribution may not exceed 5% of its capital, and (ii) in case of acquisition under a liquidity contract, the number of shares taken into account to calculate the aforementioned limit of 10% of the share capital will correspond to the number of shares purchased, after deducting the number of shares resold during the term of this authorisation.

The Company may not purchase its own shares at a per-share price greater than 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 stock split or reverse stock split, this price will be adjusted by a 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, a capital increase by incorporation of reserves, stock split or reverse stock split, distribution of reserves or any other assets, redemption of capital or any other transaction affecting shareholders' equity, the authority to adjust the aforementioned purchase and sale prices to take into account the impact of such operations on the value of the share,

**Grants** full authority to the Board of Directors, subject to strict compliance with the forgoing and with legal and regulatory texts, with the power to sub-delegate under the conditions laid down by law, to:

- evaluate the possibility to launch a buyback programme;
- determine the terms and conditions of the share buyback programme, including the price of the purchased shares;
- carry out, by any means, the acquisition, sale or transfer of the shares, place all stock exchange orders;
- allocate or reallocate acquired shares according to the various objectives pursued under the applicable legal and regulatory conditions;
- enter into any agreement with the purpose of keeping records of stock purchases and sales, file all declarations with the French Financial Markets Authority and any other body, and comply with all formalities;
- prepare and publish the information notice relating to the establishment of the buyback programme; and
- in general, take all requisite actions to execute and implement the present decision.

**Resolves** that the authorisation is valid for a maximum period of eighteen (18) months from the date of the present decision, i.e. until 12 March 2025.

**Resolves** that this authorisation cancels, with immediate effect, the unused portion of the previous authorisation with the same purpose, granted under the sixth resolution at the Ordinary and Extraordinary General Meeting of 22 September 2022.

In the report indicated in Article L.225-100 of the French Commercial Code and in accordance with Article L.225-211 of said code, the Board of Directors will provide shareholders at the Annual General Meeting with all information on the share buyback operations authorised by the General Meeting, in particular the number and price of shares purchased and the volume of used shares.

## II. WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

### EIGHTH RESOLUTION

*(Delegation of authority to the Board of Directors to decide on (i) the issue, with preferential subscription rights applicable, of shares and/or securities giving immediate or future access to capital or giving the right to a debt security, or (ii) the incorporation of profits, reserves or additional share premiums into Company's capital)*

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

after having considered the Board of Directors' Management Report and the Auditors' Special Report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code, particularly Articles L.225-129-2, L.20-10-50 and L.228-92 and L.228-93 of said code,

**Delegates** to the Board of Directors its authority, with the option to subdelegate under legal conditions, to carry out one or more capital increases, on any number of occasions, in France or abroad, in the proportions and at the times deemed appropriate, in euros, a foreign currency or any other monetary unit established by reference to several currencies:

- by issuing, on the French and/or international markets, with preferential subscription rights applicable, ordinary shares in the Company and/or any other securities giving immediate or future access, at any time or on a fixed date, to the capital of the Company, or of companies that directly or indirectly own more than half of the Company's capital or of companies in which the Company directly or indirectly owns more than half of the capital, or giving the right to a debt security, by subscription either in cash or an offset of debts, conversion, exchange, redemption, exercise of a warrant or in any other way;
- and/or by the incorporation of all or part of the profits, reserves or premiums into the capital, insofar as such incorporation is permitted under law and the Company's Articles of Association, in the form of the allotment of free ordinary shares or an increase in the nominal value of existing shares, or by a combination of these two methods,

The issue of preference shares is strictly excluded from this delegation,

**Resolves**, in the event the Board of Directors exercise this delegation, to set the following permitted amounts for issues:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at two million seven hundred and forty thousand eight hundred euros (€2,740,800) or in any other monetary unit established by reference to several currencies; it is specified that the total nominal amount of these capital increases will be deducted from the overall cap provided for in the 18<sup>th</sup> Resolution of this General Meeting. To this cap will be added, where applicable, the nominal amount of any shares to be issued in the event of new financial operations to preserve the rights of holders of equity securities, in accordance with the law,
- the nominal amount of bonds and other debt securities giving access to the capital that may be issued under this delegation may not exceed one hundred and fifty million euros (€150,000,000) or in any other monetary unit established by reference to several currencies; it is specified that the total nominal amount of these bonds or debt securities will be deducted from the overall cap on bonds and debt securities set out in the 18<sup>th</sup> Resolution of this General Meeting,

Sets the term of validity for this delegation of authority at twenty-six (26) months from the date of this General Meeting, i.e. until 12 November 2025, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it.

If the Board of Directors exercises this delegation, the General Meeting:

- resolves that the issue(s) will be reserved on a priority basis for shareholders, who may apply as of right for new shares in proportion to the number of shares then held by them under the conditions set out in Article L.225-132 of the French Commercial Code;
- notes that the Board of Directors will have the option of introducing a reducible right to subscribe excess shares;
- duly notes and resolves, as necessary, that in the case of issues of shares or securities as defined above, if subscriptions based on the right to new shares and, where applicable, subscriptions for excess shares, have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one and/or other of the options below:



- limit the issue to the amount of subscriptions, provided that this reaches three quarters of the issue,
  - freely allot some or all of the shares or, in the case of securities, said securities, for which the issuance has been decided, but which have not been subscribed, either as subscriptions based on the right to new shares or as subscriptions for excess shares, as the case may be,
  - offer all or some of the unsubscribed shares or, in the case of securities giving access to capital, such unsubscribed securities to the public by means of a public securities offer on the French market and/or foreign market and/or international market,
- resolves that the Board of Directors may, automatically and in all cases, limit the issue decided upon to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of said issue;
  - duly notes and resolves, insofar as is necessary, that if this delegation of authority is used, the decision to issue securities giving immediate or future access to the Company's capital will automatically entail the waiver by shareholders of their preferential rights to subscribe to the shares to which these securities give entitlement, in favour of the holders of these securities, in accordance with the provisions of Article L.225-132 of the French Commercial Code;
  - resolves, in accordance with the provisions of Article L.22-10-50 of the French Commercial Code, that fractional rights will neither be tradable nor transferable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights no later than thirty (30) days after the date of registration in their account of the whole number of shares allocated;

**Specifies** that the transactions referred to in this resolution may be carried out at any time, including during a public tender for the Company's shares, in accordance with the applicable laws and regulations,

**Resolves** that the Board of Directors will have full powers to implement, or not to implement, as well as to postpone, if necessary, this delegation of authority in accordance with the law and within the limits and under the conditions cited above, particularly to:

- decide on a capital increase and determine the securities to be issued and, in general, decide on issues under this delegation;
- set the amount of the capital increase, the issue price and the amount of any premium that may be requested on issue;
- determine the dates and terms and conditions of the capital increase, the class, form and characteristics of the securities to be created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination ranking in accordance with the provisions of Article L.228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or perpetual), and other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving a right to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
- determine the terms of payment for the shares or securities giving access to capital to be issued or the securities to be issued;

- set the terms and conditions 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 ordinary shares (namely any underlying securities) will rank for dividends, determine the rules governing the exercise of the rights, as the case may be, to convert, exchange or redeem, 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 months;
- at its sole discretion, 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, a capital increase by incorporation of reserves, allotment of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other operation 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, enter into any agreement, particularly to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation, and for the exercise of the rights attached thereto.

The definitive terms and conditions of the transactions carried out under this delegation will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority granted to it by this General Meeting. The Auditors will also issue a supplementary report on that occasion.

**Resolves** that this delegation supersedes any previous delegation with the same purpose.

#### **NINTH RESOLUTION**

*(Delegation of authority to the Board of Directors to decide on the issue, by public offer, of shares and/or securities giving immediate or future access to capital or giving the right to a debt security, with cancellation of preferential subscription rights and without specifying the beneficiaries)*

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

after having considered the Board of Directors' Management Report and the Auditors' Special 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.225-136 and L.228-91 et seq. of said code,

**Delegates** to the Board of Directors its authority, with the option of sub-delegation under legal conditions, to carry out one or more issues of ordinary shares in the Company and/or any other securities giving immediate or future access, 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 one half of the Company's capital, or the companies of which the Company directly or indirectly holds more than one half of the capital, or giving a right to a debt security, by public offering with the cancellation of preferential subscription rights and without specifying the beneficiaries, in France or abroad, in the proportions and at the times deemed appropriate, in euros, a foreign currency or any other monetary unit established by reference to more than one currency, subscribed either by cash or an offset of debts, conversion, exchange, redemption, exercise of a warrant or in any other manner. The debt securities may be issued with or without guarantee, in the form, at the interest rates and under the conditions that the Board of Directors deems appropriate;

The issue of preference shares is strictly excluded from this delegation,

**Resolves**, in the event the Board of Directors exercise this delegation, to set the following permitted amounts for issues:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation is set at two million one hundred and thirty-one thousand two hundred euros (€2,131,200) or its equivalent in foreign currencies on the date of issue; it is specified that the total nominal amount of these capital increases will be deducted from the overall cap provided for in the 18<sup>th</sup> Resolution of this General Meeting. To this cap will be added, where applicable, the nominal amount of any additional shares to be issued to preserve the rights of holders of equity securities, in accordance with the applicable law and contractual provisions;
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued under this authorisation may not exceed one hundred and twenty-five million euros (€125,000,000) or its equivalent in foreign currencies on the date of issue; it is specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall cap applicable to bonds or other debt securities, set by the 18<sup>th</sup> Resolution of this General Meeting;

**Resolves** to cancel without indication of beneficiaries, the preferential subscription right of shareholders to shares, other securities or to any other debt securities that may be issued pursuant to this resolution, nevertheless allowing the Board of Directors the option to establish for the benefit of shareholders, a right of priority to subscribe some or all of the issue during the period and according to the conditions the Board of Directors sets out in accordance with the provisions of Article L.22-10-51 of the French Commercial Code; said priority right will not give rise to tradable rights, but may be exercised either as a right for new shares or application for excess shares,

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

**Resolves** that this delegation of authority is granted to the Board of Directors for a term of twenty-six (26) months as from the date of this General Meeting, until 12 November 2025, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it,

**Resolves** that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors in accordance with the provisions of Articles L.225-136 1° and R.225-114 of the French Commercial Code, and must 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, where applicable, by a maximum discount of 10%, after correction of said average in case of differences in the dates of dividend rights; nevertheless, if during the use of this delegation, the shares of the Company are admitted to trading on a regulated market, the price must be set in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code,
- for securities giving access to capital, the issue price will be set by the Board of Directors in such a manner that the monies received immediately by the Company when issuing the securities in question, plus the monies to be received later by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price stipulated above,
- the conversion, redemption and transformation into shares of each security giving access to capital will be carried out, taking into account the nominal value of said security, in a number of shares such that the amount received by the Company for each share is at least 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 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 existing ordinary shares and will be subject to all provisions of the Articles of Association and to the decisions of the General Meetings,

**Specifies** that the transactions referred to in this resolution will formally exclude the offerings referred to in Article L.411-2 1° of the French Monetary and Financial Code, and may be carried out at any time, including in the event of public tender for the Company's shares, in compliance with laws and regulations,

**Resolves** that the Board of Directors will 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 on a capital increase and determine the securities to be issued and, in general, decide on issues under this delegation;
- decide on the amount of capital increase;
- 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 created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination ranking in accordance with the provisions of Article L.228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or perpetual), and other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving a right to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the terms 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 securities to be issued;
- set, where applicable, 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 convert, exchange or redeem, 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;
- at its sole discretion, 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, a capital increase by incorporation of reserves, allotment of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other operation 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, enter into any agreement, particularly to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation, and for the exercise of the rights attached thereto.

The definitive terms and conditions of the transactions will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority granted to it by this General Meeting. The Auditors will also issue a supplementary report on that occasion.

**Resolves** that this authorisation supersedes any previous delegation having the same purpose.

#### **TENTH RESOLUTION**

*(Delegation of authority to the Board of Directors to decide on the issue of shares and/or securities giving immediate or future access to capital or the right to a debt security, by means of an offer as set out in Article L.411-2 1° of the French Monetary and Financial Code, subject to a limit of 20% of the share capital per year, with cancellation of preferential subscription rights and without specifying the beneficiaries)*

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

after having considered the Board of Directors' Management Report and the Auditors' Special 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.225-136 and L.228-91 et seq. of said code,

Delegates to the Board of Directors its authority, with the option of sub-delegation under legal conditions, to carry out one or more issues of ordinary shares in the Company and/or any other securities giving immediate or future access, 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 one half of the Company's capital, or the companies of which the Company directly or indirectly holds more than one half of the capital, or giving a right to a debt security, by means of the offering referred to in Article L.411-2 1° of the French Monetary and Financial Code, with the cancellation of preferential subscription rights and without specifying the beneficiaries, in France or abroad, in the proportions and at the times deemed appropriate, in euros, a foreign currency or any other monetary unit established by reference to more than one currency, subscribed either by cash or an offset of debts, conversion, exchange, redemption, exercise of a warrant or in any other manner. The debt securities may be issued with or without guarantee, in the form, at the interest rates and under the conditions that the Board of Directors deems appropriate,

The issue of preference shares is strictly excluded from this delegation,

**Resolves**, in the event the Board of Directors exercise this delegation, to set the following permitted amounts for issues:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation is set at two million one hundred and thirty-one thousand two hundred euros (€2,131,200) or its equivalent in foreign currencies on the date of issue; it is specified that the total nominal amount of these capital increases (i) will be limited to 20% of the capital per year (assessed on the date the delegation is used), and (ii) will be deducted from the overall cap provided for in the 18<sup>th</sup> Resolution of this General Meeting. To this cap will be added, where applicable, the nominal amount of any additional shares to be issued to preserve the rights of holders of equity securities, in accordance with the applicable law and contractual provisions;
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued under this delegation may not exceed one hundred and twenty-five million euros (€125,000,000) or its equivalent in foreign currencies on the date of issue; it is specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall cap applicable to bonds or other debt securities, set by the 18<sup>th</sup> Resolution of this General Meeting;

**Resolves** to cancel without indication of beneficiaries, the preferential subscription right of shareholders to shares, other securities or to any other debt securities that may be issued pursuant to this resolution,

**Resolves** that any issues carried out pursuant to this resolution may be made by means of offers to qualified investors or to a restricted circle of investors within the meaning of Article L.411-2 1° of the French Monetary and Financial Code,

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

**Resolves** that this delegation of authority is granted to the Board of Directors for a term of twenty-six (26) months as from the date of this General Meeting, until 12 November 2025, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it,

Resolves that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors in accordance with the provisions of Articles L.225-136 1° and R.225-114 of the French Commercial Code, and must 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, where applicable, by a maximum discount of 10%, after correction of said average in case of differences in the dates of dividend rights; nevertheless, if during the use of this delegation, the shares of the Company are admitted to trading on a regulated market, the price must be set in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code;
- for securities giving access to capital, the issue price will be set by the Board of Directors in such a manner that the monies received immediately by the Company when issuing the securities in question, plus the monies to be received later by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price stipulated above;
- the conversion, redemption and transformation into shares of each security giving access to capital will be carried out, taking into account the nominal value of said security, in a number of shares such that the amount received by the Company for each share is at least 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 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 existing ordinary shares and will be subject to all provisions of the Articles of Association and to the decisions of the General Meetings,

**Specifies** that the transactions referred to in this resolution may be carried out at any time, including in the event of public tender for the Company's shares, subject to applicable laws and regulations,

**Resolves** that the Board of Directors will 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 on a capital increase and determine the securities to be issued and, in general, decide on issues under this delegation;

- decide on the amount of capital increase;
- 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 created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination ranking in accordance with the provisions of Article L.228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or perpetual), and other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving a right to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the terms 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 securities to be issued;
- set the terms and conditions 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 convert, exchange or redeem, 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;
- at its sole discretion, 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, a capital increase by incorporation of reserves, allotment of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other operation 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, enter into any agreement, particularly to successfully complete the proposed issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation, and for the exercise of the rights attached thereto.



The definitive terms and conditions of the transactions will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority granted to it by this General Meeting. The Auditors will also issue a supplementary report on that occasion.

**Resolves** that this delegation supersedes any previous delegation with the same purpose.

### **ELEVENTH RESOLUTION**

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

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

After having considered the Board of Directors' Management Report and the Auditors' Special 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 code,

**Delegates** to the Board of Directors its authority, with the option of sub-delegation under legal conditions, to carry out one or more issues of new shares in the Company and/or any other securities giving immediate or future access, 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 one half of the Company's capital, or the companies of which the Company directly or indirectly holds more than one half of the capital, or giving a right to a debt security, with the cancellation of shareholders' preferential subscription rights, in France or abroad, at the times and under the conditions deemed appropriate, in euros, a foreign currency or any other monetary unit established by reference to more than one currency, subscribed either by cash or an offset of debts, conversion, exchange, redemption, exercise of a warrant or in any other manner. The debt securities may be issued with or without guarantee, in the form, at the interest rates and under the conditions that the Board of Directors deems appropriate;

The issue of preference shares is strictly excluded from this delegation;

**Resolves**, in the event that the Board of Directors utilises this delegation, to set the following permitted amounts for issue:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation is set 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 is specified that to this amount will be added, where appropriate, the total nominal amount of the additional shares to be issued in order to preserve the rights of bearers of securities giving future access to the Company's capital, in compliance with the law and applicable provisions of contract;
- 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 by shareholders of their preferential subscription right to the shares to which these securities may give right, in favour of the bearers of securities giving immediate or future access to the capital of the Company, in accordance with the provisions of Article L.225-132 of the French Commercial Code;

**Resolves** that this delegation of authority is granted to the Board of Directors for a term of eighteen (18) months as from the date of this General Meeting, until 12 March 2025, at which time it will be deemed to have lapsed if the Board of Directors has not made use of it;

**Resolves** to cancel 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 (share 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 (share premium included).

The Board of Directors will 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) will 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 will 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 securities giving access to capital, the issue price will be set by the Board of Directors in such a manner that the monies received immediately by the Company when issuing the securities in question, plus the monies to be received later by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price stipulated above;
- the conversion, redemption and transformation into shares of each security giving access to capital will be carried out, taking into account the nominal value of said security, in a number of shares such that the amount received by the Company for each share is at least 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 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 existing shares and will be subject to all provisions of the Articles of Association and to the decisions of the General Meetings,

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

**Resolves** that the Board of Directors will 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 on the amount of capital increase,
- set the issue price and the amount of any premium that may be required on issuance, within the limits set by this resolution,
- determine the dates and terms and conditions of the capital increase, the class, form and characteristics of the securities to be created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination ranking in accordance with the provisions of Article L.228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or perpetual), and other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving a right to the allotment, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; amend, during the life of the securities concerned, the terms 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, securities giving access to capital to be issued or the securities to be issued,
- set, where applicable, 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 convert, exchange or redeem, 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,
- at its sole discretion, 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, a capital increase by incorporation of reserves, allotment of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other operation 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, enter into any agreements, particularly for the purpose of maintaining the rights of all bearers of securities giving an immediate or future 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, 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 transactions will be the subject of a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority granted to it by this General Meeting. The Auditors will also issue a supplementary report on that occasion.

**Resolves** that this delegation supersedes the previous delegation for the same purpose granted under the seventh resolution of the Ordinary and Extraordinary General Meeting of 22 September 2022.

#### **TWELFTH 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 application of one of the delegations of authority referred to in the preceding resolutions)*

The General Meeting, ruling under the conditions required for Extraordinary General Meetings as to quorum and majority, after having considered the report of the Board of Directors and in accordance with the provisions of Article L.225-135-1 of the Commercial Code,

**Authorises** the Board of Directors, with the power to delegate under legal conditions, to increase the number of securities to be issued, in application of the eighth to eleventh 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 will be valid for a period of 24 months from the date of this General Meeting.

### **THIRTEENTH RESOLUTION**

*(Delegation of competence to the Board of Directors to decide on a share capital increase for cash with the cancellation of preferential subscription rights to the benefit of employee members of 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' Management 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 French Labour Code on the other hand;

**Authorises** the Board of Directors to carry out, in one or more tranches, a capital increase to a maximum nominal amount equal to one percent (1%) of the share capital through issuance of new ordinary shares of the Company, with a nominal value of €1.20, to be paid in cash or by offsetting certain, liquid and payable debts against the Company, which is reserved for employees of the Company or its affiliated companies pursuant to article L.225-180 of the French Commercial Code and are members of the Company Savings Plan (Plan d'Épargne Entreprise), established at the initiative of the Company and envisaged by articles L.3332-1 et seq. of the Labour Code, and who 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 according to 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, including during a public tender for the Company's shares, in accordance with the applicable laws and regulations;

**Resolves** to delegate full powers to the Board of Directors, with the option of sub-delegation under legal conditions, 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, on its decision, by issuing shares reserved for Beneficiary Employees in the favour of whom the preferential rights of subscription have been cancelled;
- determine any allocation conditions for the new shares thus issued to the 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 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 delivery timeframes, and collect employees' subscriptions;
- collect the sums corresponding to the subscription payment, whether settled in cash or the offset of debts, and when necessary, establish the credit balance of current accounts in the Company's account books on behalf of the subscribers that are paying for shares through the offset of debts;
- 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 is granted 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.

#### **FOURTEENTH RESOLUTION**

*(Authorisation to be granted to the Board of Directors to reduce the share capital by a maximum nominal amount of €1,169,086.80 by means of a public share buyback offer followed by the cancellation of shares)*

The General Meeting, ruling under the conditions required for Extraordinary General Meetings as to quorum and majority, after having considered the Board of Directors' Management Report, the Auditors' Special Report, in accordance with Article 225-204 and L. 225-207 of the French Commercial Code;

**Authorises** the Board of Directors, for a maximum period of eighteen (18) months, to reduce the Company's share capital by a maximum amount of one million one hundred and sixty-nine thousand eighty-six euros and eighty cents (€1,169,086.80), by having the Company buy back a maximum of nine hundred and seventy-four thousand two hundred and thirty-nine (974,239) of its own shares with a view to their cancellation, which would result in a reduction in share capital of a maximum nominal amount of one million one hundred and sixty-nine thousand four hundred and twenty-six euros and eighty cents (€1,169,086.80);

**Resolves** that the repurchase of the Company's shares will take the form of a buyback offer made to all the Company's shareholders, in accordance with the provisions of Articles L. 225-207 and R. 225-153 of the French Commercial Code;

**Authorises** the Board of Directors to make an offer to all shareholders for the Company to buy back a maximum of nine hundred and seventy-four thousand two hundred and thirty-nine (974,239) of its own shares as part of a public buyback offer made in accordance with the legal and regulatory provisions and in particular the General Regulations of the French Financial Markets Authority;

**Resolves** that the unit purchase price of the shares to be proposed as part of the public buyback offer may not exceed a maximum of €60 per share, i.e. a maximum total amount of €58,454,340 for the operation, and authorises the Board of Directors to set the final purchase price within the limit of this maximum purchase price of €60;

**Resolves** that, in accordance with the provisions of Article R.225-155 of the French Commercial Code, in the event that the shares tendered as part of the offer exceed the maximum number of shares proposed to be purchased, the number of shares being tendered by each selling shareholder will be reduced proportionally according to the number of shares owned, and that in the event that the shares tendered to the offer do not reach the aforementioned maximum number of shares, the reduction in the share capital will be limited to the number of shares tendered;

**Resolves** that the repurchased shares will be cancelled along with all the rights attached to them, including the right to the profit for the current financial year, on the day of repurchase;

**Grants** full powers to the Board of Directors, with the option of sub-delegation, to carry out the aforementioned transactions and in particular to:

- implement the public share buyback offer in accordance with the terms described above;
- determine the definitive amount of the capital reduction in light of the results of the public buyback offer, determine the number of shares to be cancelled within the limits set and record the completion of said capital reduction, within a maximum period of one month from the closing date of the buyback offer;
- proceed, in accordance with the provisions of Article R. 225-155 of the French Commercial Code, with the proportional reduction in the number of shares presented in excess of the permitted amount of the capital reduction, or reduce the capital by the amount of the shares purchased, for each selling shareholder;
- charge the difference between the repurchase value of the shares acquired under the public share buyback offer and the par value of the shares cancelled to any additional paid-in capital or reserves freely available to the Company;
- in the event of opposition by creditors, take any appropriate measure, provide any security or enforce any court order requiring the provision of security or the repayment of debts;
- amend the Articles of Association accordingly;
- carry out all formalities relating to the public buyback offer and capital reduction transactions; and
- in general, do all that is necessary, take all measures and carry out all formalities required to implement the authorisation granted by this resolution.

## **FIFTEENTH RESOLUTION**

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

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

after having considered the Board of Directors' Management Report and the Auditors' Special Report, and 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,

**Authorises** the Board of Directors, with the option to sub-delegate under legal conditions, for eighteen (18) months from the present General Meeting, to cancel on one or more occasions, when deemed appropriate, the shares acquired by the Company under the application of the authorisation granted 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 in any period of twenty-four (24) months, and to reduce the share capital correspondingly; it is specified that this percentage applies to capital adjusted according to the operations affecting it after the present General Meeting,

**Authorises** the Board of Directors to deduct the difference between the repurchase value of the cancelled shares and their par value from "Share premium" or from any other available reserve, including the legal reserve subject to a maximum of 10% of the capital reduction,

**Grants** full authority to the Board of Directors, subject to strict compliance with legal and regulatory provisions, with the option of sub-delegation under legal conditions, in order to:

- cancel shares and reduce capital;
- establish the final amount of the capital reduction;
- determine the terms of this operation;
- verify its application;
- amend the Company's Articles of Association accordingly;
- 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 supersedes any previous delegation with the same purpose granted under the tenth resolution of the Ordinary and Extraordinary General Meeting held on 22 September 2022.

## **SIXTEENTH RESOLUTION**

*(Authorisation to be granted to the Board of Directors to award free shares in the Company)*

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

after having reviewed the Board of Directors' Management report and the Auditors' Special Report,



**Authorises** the Board of Directors, under provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to allot, on one or more occasions, free ordinary shares existing or to be issued, for the benefit of the beneficiaries, which it will determine among the salaried staff members of the Company or of the companies or groups affiliated with the Company in accordance with the provisions in Article L.225-197-2 I 1° of the above-mentioned code and the executive officers indicated in Article L.225-197-1, II under the conditions laid out below;

**Resolves** that all free shares allotted under this authorisation must not exceed two hundred thousand (200,000) shares with a par value of €1.20; it is stipulated that on the date on which the Board of Directors decides to allot free shares, the aggregate number (i) of shares allotted free of charge but not definitively acquired under existing plans and plans resulting from this authorisation and (ii) of shares to which employees are entitled but not yet exercised under existing or concurrent stock option plans on the same date, may not exceed six hundred and forty thousand (640,000) shares with a par value of €1.20;

**Resolves** that allotments made pursuant to this resolution may be subject to the fulfilment of one or more performance conditions;

**Specifies** that, in the event that the Company's shares are admitted to trading on a regulated market, the Board of Directors must comply with the provisions of Article L.22-10-60 of the French Commercial Code in order to be able to allot free shares to the Company's executives pursuant to Article L. 225-197-1 II paragraph 1 of said code;

**Resolves** that the Board of Directors will determine the identity of the beneficiaries of the allotments as well as the criteria and conditions for the allotment of the shares, in particular the vesting period, retention periods and the number of shares per beneficiary;

**Resolves** that all or some of the shares allotted to beneficiaries will become definitive at the end of a vesting period of at least one year;

**Resolves** that, where applicable, the compulsory retention period of such shares will be set by the Board of Directors, on the understanding that this duration may not be less than one year in the case of a one-year vesting period and that there may be no retention period in the case of a vesting period equal to or greater than two years (at the discretion of the Board of Directors) within the limits set out in the preceding paragraphs;

**Resolves** that the allotment of said shares to their beneficiaries shall become definitive before expiry of the aforementioned vesting period in the event of the beneficiary's second- or third-degree disability as per the classification categories provided for in Article L.341-4 of the French Social Security Code and that said shares shall be freely transferable in the event of the beneficiary's disability corresponding to classification in the aforementioned categories of the French Social Security Code;

**Duly notes** that, in the event of an allotment of free shares to be issued by the Company, this authorisation will entail a capital increase by incorporation of reserves, profits or share premiums into the capital in favour of the beneficiaries of said shares and a corresponding waiver by the shareholders in favour of the beneficiaries of the said allotments of the part of the reserves, profits or share premiums thus incorporated; this authorisation automatically entails the waiver by shareholders of their preferential subscription rights for the shares to be issued as and when the shares are definitively allotted, in favour of the aforementioned beneficiaries;

**Grants** full powers to the Board of Directors, with the option of sub-delegation within the legal limits, to implement this authorisation, and in particular to:

- determine the identity of the beneficiaries of the share allotments from among the staff members of the Company or aforementioned companies or groups and the managing executives referred to in Article L.225-197-1, II of the French Commercial Code;
- for the shares that would, if applicable, be allotted to the executive officers referred to in Article L.225-197-1, II para. 4 of the French Commercial Code, either decide that these shares cannot be transferred by the interested parties before they cease to hold office, or set the number 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 share allotment, and in particular any performance condition it deems necessary, as well as, where appropriate, the terms of adjustment in the event of a financial transaction of the Company;
- in the event of the issue of new shares, charge the sums necessary to pay-up said shares, if necessary, to the reserves, profits or share premiums;
- make any necessary adjustments to the number of shares allotted linked to any transactions affecting the Company's capital;
- record the increase(s) in capital resulting from any allotment performed pursuant to this authorisation and modify the Articles of Association accordingly;

**Duly notes** that, if the Board of Directors uses this authorisation, it will inform the Ordinary General Meeting annually of transactions executed under the provisions established in Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, under the conditions stipulated in Article L.225-197-4 of said code;

**Resolves** that this authorisation is granted for a period of thirty-eight (38) months from the date of this General Meeting and replaces, with effect from this date and in respect of the unused portion, the authorisation for the same purpose granted under the thirteenth resolution of the General Meeting of 1 April 2022.

## **SEVENTEENTH RESOLUTION**

*(Authorisation to be granted to the Board of Directors to grant stock options on Company shares)*

The General Meeting, ruling under the conditions required for Extraordinary General Meetings as to quorum and majority, after having considered the Board of Directors' Management Report and the Auditor's Special Report;

**Authorises** the Board of Directors, in accordance with the provisions of Articles L.225-177 to L.225-186 of the French Commercial Code, to grant, on one or more occasions, under the conditions it determines, options giving a right to subscribe new shares to be issued in respect of a capital increase(s) or to purchase existing shares resulting from share buybacks carried out by the Company under the conditions provided for by law, to beneficiaries it designates from among employees of the Company and of entities affiliated to it under the conditions set out in Article L.225-180, I 1° of the French Commercial Code and/or the executive officers referred to in Article L.225-185 of the French Commercial Code;

**Resolves** that each option will give the right to subscribe one (1) ordinary share to be issued in the case of subscription options or to acquire one (1) existing ordinary share in the case of purchase options;

**Resolves** that the maximum total number of options that may be granted, on one or more occasions, by the Board of Directors under this authorisation is set at two hundred and fifty thousand (250,000) options which give the right to subscribe or purchase a maximum number of two hundred and fifty thousand (250,000) ordinary shares;

**Specifies** that, in the event that the Company's shares are admitted to trading on a regulated market, the Board of Directors must comply with the provisions of Article L.22-10-58 of the French Commercial Code in order to be able to grant share subscription or purchase options to the Company's executives referred to Article L.225-185 paragraph four of the French Commercial Code;

**Duly notes and resolves**, where applicable, that this authorisation automatically entails the express waiver by shareholders of their preferential subscription rights for shares to be issued as and when options are exercised, in favour of the beneficiaries of the stock options;

**Resolves** that for as long as the Company's shares are admitted to trading on Euronext Growth, Euronext Paris or a regulated market in the European Union, the purchase or subscription price per share will be set by the Board of Directors on the day the option is granted, in accordance with the provisions of the law and this resolution, but may not be less than 80% of the average price quoted for the shares over the twenty trading days preceding the date of the Board meeting at which the options are granted, rounded up to the nearest euro cent, nor less than 80% of the average purchase price paid by the Company for the shares it holds in accordance with the law, rounded up to the nearest euro cent;

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 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 granting access to capital, as well as in the event of a merger or demerger of the Company, the Board of Directors may suspend the exercise of the options;

**Resolves** that the options must be exercised within a maximum period of 10 years from the date on which they are granted and will automatically lapse if they are not exercised before their expiry date;

**Resolves**, therefore, that the maximum capital increase that may result from the exercise of all the options is three hundred thousand euros (€300,000) through the issue of two hundred and fifty thousand (250,000) new ordinary shares with a par value of €1.20;

**Grants** all powers to the Board of Directors, with the option of sub-delegation within the limits defined by law, to implement this authorisation and in particular to:

- establish the list of beneficiaries and the number of options attributed to each;
- set the conditions under which the options will be granted and under which they may be exercised, establish the terms of benefit, provide for any restrictive clauses on the immediate resale of all or some shares, and proceed with any subsequent amendment or modification of the terms of these options, if needed;
- for the options that would, if applicable, be granted to the executive officers referred to in Article L.225-185 of the French Commercial Code, either decide that these options cannot be exercised by the interested parties before they cease to hold office, or set the number of shares resulting from the exercise of options they will have to retain in registered form until they cease to hold office;
- 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;

- set, where appropriate, the exercise period(s) for any options thus granted;
- 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;
- 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 capital increase costs to share premiums and deduct from the premiums 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;

**Resolves** that this authorisation is granted for a period of thirty-eight (38) months from the date of this General Meeting and replaces, with effect from this date and in respect of the unused portion, the authorisation for the same purpose granted under the fourteenth resolution of the General Meeting of 1 April 2022;

**Duly notes** that, if the Board of Directors make use of this authorisation, it will report it to the next Ordinary General Meeting, in accordance with the law and regulations.

#### **EIGHTEENTH RESOLUTION**

*(Setting of the overall cap for authorised share and security issues giving access to capital and debt securities)*

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

after having considered the Board of Directors' Management Report, and as a consequence of adopting resolutions eight to eleven above:

**Resolves** to set the maximum nominal amount of immediate and/or future share capital increases that may be carried out under the delegated authorities granted under the aforementioned resolutions at five million six hundred and two thousand eight hundred euros (€5,602,800); it is stipulated that to this nominal amount may be added the nominal amount of any additional shares to be issued to preserve the rights of holders of securities giving access to the Company's capital in accordance with the law;

**Resolves** likewise to set at two hundred and seventy-five million euros (€275,000,000) the maximum nominal amount of debt securities that may be issued by virtue of the delegated authorities granted under the resolutions cited above.

### **III. WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING**

#### **NINETEENTH RESOLUTION**

*(Powers for formalities)*

The General Meeting, deliberating under the conditions of quorum and majority required by the Company's Articles of Association, grants all powers to the bearer of an original, extract or copy hereof to carry out any publication formalities required.

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

Shareholders may take part in this Meeting regardless of the number of shares they own, notwithstanding any clauses in the articles of association to the contrary.

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. **8 September 2023**, at midnight, Paris time:

- Either in the registered security accounts held for the Company by its representative Uptevia,
- Or in the bearer security accounts held by an authorised intermediary.

Registration of securities in bearer securities accounts held by the authorised intermediary must be noted in a certificate of attendance issued by the latter and annexed to the postal voting form or proxy (the "**Single Voting Form**") or to the request for an admission letter, prepared in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate should also be 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 shareholders lacking legal capacity 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 General Meeting may request an admission letter 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 attend the General Shareholders' Meeting and obtain an admission letter, which must then be sent back, signed and dated, to **Uptevia – Service Assemblées Générales – Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex**, using the T envelope attached to the call notice;
- for bearer shareholders: bearer shareholders should request that their financial intermediary managing their securities account send them an admission letter.

Requests for admission letters from registered and bearer shareholders must be received by Uptevia, no later than three days before the General Meeting, in accordance with the procedures set out above.

### 2. To vote by proxy or by post

If unable to attend the meeting in person, shareholders may choose one of the following three options:

- send a written proxy with all the legally required information to the Company, without any proxy specifically indicated, in which case the Chairman of the General Meeting will issue a vote in favour of the adoption of draft resolutions submitted or endorsed by the Board of Directors, and a vote against the adoption of any other draft resolutions;
- grant a power of attorney to any natural or legal person of their choice under the conditions set out in Articles L. 225-106 I and L.22-10-39 of the French Commercial Code;
- vote by post.

Shareholders wishing to vote by post or by proxy should proceed as follows:

- for registered shareholders: registered shareholders must complete the Single Voting Form enclosed with the notice of the meeting sent to them, and specify that they wish to be represented or vote by post, then return it, dated and signed, to **Uptevia - Service Assemblées Générales - Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex**, using the T envelope enclosed with the call notice,  
;
- for bearer shareholders: bearer shareholders must request, in writing and from the date on which the General Meeting is called, the Single Voting Form from the Company or their financial intermediary managing their securities account. The request 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 **Uptevia – Service Assemblées Générales – Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex**.

The Single Voting Form must be sent to Uptevia, in the manner indicated above, no later than three calendar days before the General Meeting, i.e. **9 September 2023**, otherwise the form will not be taken into account.

A proxy given by a shareholder may be revoked in the same way as to designate the proxy.

Shareholders who have sent a request for an admission letter, a proxy form or form for 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, if ownership is transferred before midnight (Paris time) on **8 September 2023**, the Company will invalidate or amend, as appropriate, the postal vote, proxy form, admission letter or certificate of attendance. To this end, the intermediary will notify the Company or its agent of the transfer of ownership and will provide the necessary information. No transfer of ownership made after midnight (Paris time) on **8 September 2023**, by whatever means, will be notified by the intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Single Voting Forms are sent automatically by post to registered shareholders.

### 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 Pont de Flandre « Le Beauvaisis », Bâtiment 28, 11 rue de Cambrai, 75019 Paris, or by email to the following address [assemblee2023@focusent.com](mailto:assemblee2023@focusent.com) no later than the fourth business day preceding the date of the General Meeting, i.e. 6 September 2023. They must be accompanied by a registration certification.

#### **IV. Request for inclusion of draft resolutions or items on the agenda**

Substantiated requests for the inclusion of items or draft resolutions on the agenda by shareholders fulfilling current legal conditions must be addressed to the registered office and sent either by registered letter with acknowledgement of receipt or email to [assemblee2023@focusent.com](mailto:assemblee2023@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 proving that the applicant holds or represents a fraction of the share capital required by Article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the text of the draft resolutions will be brought to the attention of shareholders in the same way as other General Meeting documents and will be published on the Company's website <https://www.focus-entmt.com/en>. The request for inclusion of draft resolutions must be accompanied by the text of the draft resolutions which may include a brief explanatory statement 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.

Shareholders are also reminded that consideration by the General Meeting of the items on the agenda and the resolutions to be tabled is subject to the submission by interested parties, no later than midnight (Paris time) on the second business day preceding the General Meeting, of a new certificate proving that their shares are registered in an account under the same conditions as those set out above.

#### **V. Right of communication**

In accordance with the law, all documents needing to be communicated at this general meeting will be made available to shareholders within the legal period, 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://www.focus-entmt.com/en>, or communicated following a simple request to **Uptevia – 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**