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FOCUS HOME INTERACTIVE
Public limited company with Management Board and Supervisory Board,
capitalised at €7,700,442
Parc Pont de Flandre "Le Beauvaisis" -
Bâtiment 28
11, Rue de Cambrai - 75019 Paris
399 856 277 RCS Paris

MEETING NOTICE**THE ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING OF
23 SEPTEMBER 2021**

Shareholders are informed that the Annual Ordinary and Extraordinary General Meeting will be held on **Thursday, 23 September 2021 at 9:00 a.m.** at the registered office of the Company, 11 Rue de Cambrai, 75019 Paris ("General Meeting").

Given the current health context and in accordance with the provisions of Order No. 2020-321 of 25 March 2020, as amended by the Order of 2 December 2020 No. 2020-1497, the Decree of 18 December 2020 No. 2020-1614, Law No. 2021-689 of 31 May 2021 and by Decree No. 2020-987 of 28 July 2021, this General Meeting **will be held "behind closed doors" without the physical presence of the shareholders and other persons** who have the right to attend.

NOTICE: COVID-19

Order No. 2020-321 of 25 March 2020, adapting the rules for the meeting and deliberation of general meetings and governing bodies, pursuant to Emergency Law No. 2020-290 of 23 March 2020 in response to the COVID-19 epidemic, as extended by Decree No. 2020-925 of 29 July 2020, Order No. 2020-1497 of 2 December 2020, Decree No. 2021-255 of 9 March 2021 and Law No. 2021-689 of 31 May 2021, determines that on an exceptional basis, the holding of general meetings is authorised without the members attending the meeting, whether physically present or by means of video conference or telecommunication, if on the date the shareholders or the meeting is convened, an administrative measure, limiting or prohibiting collective travel or gatherings, for health reasons, prevents the physical presence of its members at the General Meeting.

By the present meeting notice, the General Meeting is convened at a place governed by an administrative measure that limits or prohibits collective meetings due to health reasons and will be thus held behind closed doors for evident security reasons.

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

The General Meeting will be transmitted live and a replay of the transmission will be available on the Company website <https://investor.focus-home.com/fr/meetings>, in accordance with the provisions of Decree No. 2020-418 of 10 April 2020, as extended and amended by Decree No. 2020-1614 of 18 December 2020 and by Decree No. 2021-255 of 9 March 2021.

The procedures for holding the General Meeting may change according to health and/or legal requirements. Shareholders are also requested to regularly consult the section dedicated to the Yearly Ordinary and Extraordinary General Meeting 2021 on the Company's website <https://investor.focus-home.com/fr/meetings>.

AGENDA

WITHIN THE AUTHORITY OF THE ODINARY GENERAL MEETING

1. Approval of corporate financial statements for the fiscal year ended 31 March 2021 and discharge from liability for members of the Management Board and members of the Supervisory Board;
2. Approval of the consolidated financial statements for the fiscal year ended 31 March 2021;
3. Approval of the expenses and charges specified by Article 39-4 of the French General Tax Code;
4. Allocation of profit for the year;
5. Approval of agreements specified in Articles L.225-86 et seq. of the French Commercial Code;
6. Acknowledgment of the expiry of the term of office of Mr Tanguy de Franclieu as a member of the Supervisory Board and the decision to be taken to renew his term of office;
7. Acknowledgment of the expiry of the term of office of Ms Tiphanie Lamy as a member of the Supervisory Board and the decision to be taken to renew her term of office;
8. Acknowledgment of the expiry of the term of office of Mr Denis Thebaud as a member of the Supervisory Board and the decision to be taken to renew his term office;
9. Acknowledgment of the expiry of the mandate of the Statutory Auditor and the decision to renew its mandate;
10. Appointment of a new Statutory Auditor;

WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

11. Authorisation to be granted to the Management Board to proceed with the allotment of bonus shares;
12. Delegation of authority to the Management Board to decide either to issue with maintenance of the preferential subscription right, shares and/or securities giving immediate or future access to capital, or giving the right to a debt security or incorporate profits, reserves or issue premiums into the share capital;
13. Delegation of authority to the Management Board to decide to issue shares and/or securities giving immediate or future access to capital, or giving the right to a debt security, with elimination of the preferential subscription right without indication of beneficiaries and by public offering;
14. Delegation of authority to the Management Board to decide to issue shares and/or securities giving immediate or future access to capital, or giving the right to a debt security, via the offering referred to in Article L.411-2 1 of the French Monetary and Financial Code and limited to 20% of the share capital per year with elimination of the preferential subscription right without indication of beneficiaries;
15. Delegation of authority to the Management Board to decide to issue shares and/or securities giving immediate or future access to capital, or giving the right to a debt security with elimination of the preferential subscription right for shareholders to the benefit of categories of beneficiaries;

16. Authorization to be granted to the Management Board 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 the delegations of authority referred to in the four preceding resolutions are implemented with maintenance or elimination of the preferential subscription right, as the case may be;
17. Delegation of powers to be granted to the Management Board to decide on a cash capital increase reserved for employees who are enrolled in a Company Savings Plan in accordance with the provisions of Articles L.225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labour Code, with elimination of preferential subscription rights reserved for the benefit of Company employees;
18. Limitation of the overall ceiling of the authorisations to issue securities giving immediate or future access to capital and debt securities;
19. Authority with respect to formalities.

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TEXT OF THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

WITHIN THE AUTHORITY OF THE ODINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of Corporate Financial Statements for the fiscal year ended 31 March 2021 and discharge from liability for members of the Management Board and members of the Supervisory Board)

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 Management Board,
- the Report of the Supervisory Board,
- the Auditors' Report on the Corporate Financial Statements for the fiscal year ended 31 March 2021,

Approves the Annual Accounts, namely the Balance Sheet, the Income Statement and the Notes ended on 31 March 2021, as they were presented, as well as the transactions reflected in these accounts and summarised in these reports.

Therefore, the General Meeting fully and without reservation grants the members of the Management Board and the Supervisory Board discharge for the execution of their mandates for said fiscal year.

SECOND RESOLUTION

(Approval of the Consolidated Financial Statements for the fiscal year ended 31 March 2021)

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 Management Board,
- the Report of the Supervisory Board,
- the Auditors' Report on the Consolidated Financial Statements for the fiscal year ended 31 March 2021,

Approves the Consolidated Accounts, namely the Balance Sheet, the Income Statement and the Notes ended on 31 March 2021, as they were presented, as well as the transactions reflected in these accounts and summarised in these reports.

THIRD RESOLUTION

(Approval of the expenses and charges specified by article 39-4 of the French General Tax Code)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Management Board's Management Report, the Auditors' Report on consolidated statements, ruling under the conditions of Article 223 quater of the French Tax Code,

Finds there were no non-tax-deductible expenses or charges as referred to in Article 39-4 of the French Tax Code, during the fiscal year ended 31 March 2021.

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 Management Board's Management Report and after having confirmed that the Balance Sheet of the fiscal year ended on 31 March 2021 shows a net profit of €14,716,517.25, resolves, on the Management Board's proposal, to allocate this profit as follows:

Net profit for the year	14,716,517.25
Allocation to the legal reserve	-
Previous retained earnings	27,317,289.00
Distributable profit	42,033,806.25
Allocation to retained earnings account	14,716,517.25

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

For the financial ending on	Dividend per share	Dividend distributed	Distribution in shares	Abatement referred to in 2° Article 158-3 of the French General Tax Code	
				Eligible for the 40% abatement	Non-eligible for the 40% abatement
31 March 2020	0	0	0	-	-
31 March 2019	0.68	3,470,824.04	709,587.60	3,470,824.04	-
31 March 2018	0.57	2,982,878.97	49,368.15	2,982,878.97	-

FIFTH RESOLUTION

(Approval of agreements referred to in Articles L.225-86 et seq. of the French Commercial Code)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having read the Auditors' Special Report,

Approves the conclusions of the report presented by the auditor under Article L.225-86 of the French Commercial Code regarding agreements subject to authorisation and the agreements mentioned therein.

SIXTH RESOLUTION

(Acknowledgment of the expiry of the term of office of Mr Tanguy de Franclieu as a member of the Supervisory Board and the decision to be taken to renew his term of office)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Management Board's Report, and after having ascertained that the term of office of Supervisory Board member Mr Tanguy de Franclieu shall expire at the close of this meeting,

Resolves to renew this member's term of office for a duration of three years that will expire at the end of the Yearly Ordinary General Meeting, which will be held in the course of the year 2024, and which will be called to decide on the annual accounts for the year ended 31 March 2024.

SEVENTH RESOLUTION

(Acknowledgment of the expiry of the term of office of Ms Tiphanie Lamy as a member of the Supervisory Board and the decision to be taken to renew her term of office)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Management Board's Report report, and after having ascertained that the term of office of Supervisory Board member Madame Tiphanie Lamy shall expire at the close of this meeting,

Resolves to renew this member's term of office for a duration of three years that will expire at the end of the Yearly Ordinary General Meeting, which will be held in the course of the year 2024, and which will be called to decide on the annual accounts for the year ended 31 March 2024.

EIGHTH RESOLUTION

(Acknowledgment of the expiry of the term of office of Mr Denis Thebaud as a member of the Supervisory Board and the decision to be taken to renew his term of office)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Management Board's Report and after having ascertained that the term of office of Supervisory Board member Mr Denis Thebaud shall expire at the close of this meeting,

Duly notes the non-renewal of the term of office of Supervisory Board member, Mr. Denis Thebaud, who on his part expressed the desire to not have his term of office renewed.

NINTH RESOLUTION

(Acknowledgment of the expiry of the mandate of the statutory auditor and the decision to be taken to renew the statutory auditor's mandate)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Management Board's report and after having ascertained that the mandate of the Statutory Auditor, the firm GATTI CONSEIL, represented by Mr. Bertrand Gatti, shall expire at the close of this meeting,

Resolves not to renew the mandate of the statutory auditor.

TENTH RESOLUTION

(Appointment of a new statutory Auditor)

The General Meeting, ruling under the conditions required for Ordinary General Meetings as to quorum and majority, after having considered the Management Board's Report, in accordance with Article L. 823-1 of the French Commercial Code and as a result of adopting the preceding 9th resolution,

Resolves, pursuant to Article 23 of the Company's Articles of Association and in accordance with L. 823-3 of the French Commercial Code, to appoint in the capacity of new Statutory Auditor, as of this date,

- the firm **FINEXSI AUDIT**, represented by Mr. Lucas ROBIN, with registered office at 14 rue de Bassano 75116 Paris, France;

for a term of six (6) fiscal years, which will expire at the end of the Yearly Ordinary General Meeting, which will be held in the course of the year 2026, and which will be called to decide on the annual accounts for the year ended 31 March 2026.

Which has declared in advance its acceptance of the functions that will be assigned to it and has stated that it meets all of the conditions required by law and the Company's rules and Articles of Association for exercise of said functions.

WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

ELEVENTH RESOLUTION

(Authorisation to be granted to the Management Board to proceed with the allotment of bonus shares)

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

having taken into consideration the Management Board's Report and the Auditor's Special Report,

Authorises the Management Board, under provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to proceed, one or more times, to allot bonus shares existing or to be issued, to beneficiaries, which it will determine among the staff members of the Company or of the companies or groups affiliated with the Company in accordance with the provisions of Article L.225-197-2 of the previously mentioned Code and the executive officers indicated in Article L.225-197-1, II (subject to compliance with the provisions of Article L.225-197-6) under the following conditions;

Resolves that the Management Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board,

Resolves that the total of bonus shares allotted by virtue of this resolution cannot exceed two hundred thousand (200,000) shares with a nominal value of €1.20, or an amount that results in the cumulative number of bonus shares allotted and not definitively acquired under existing plans and this resolution, and options that are open and not yet exercised allotted to employees under share purchase plans or subscription options existing or concomitant on the allotment date of bonus shares, exceeding three hundred seventy one thousand five hundred (371,500) shares with a nominal value of €1.20;

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

Resolves that the allotment of said shares to their beneficiaries shall become final, for all or part of the allotted shares, within a vesting period of at least one year;

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

Resolves that the allotment of these shares to their beneficiaries will become final before the end of the aforementioned vesting periods in the event of disability of the beneficiary classified in the second or third category established in Article L.341-4 of the French Social Security Code and that these shares will be freely transferable in the event of disability of the beneficiary classified in the previously mentioned categories of the French Social Security Code;

Grants all powers to the Management Board, with the option of sub-delegation within the limits defined by law, in order to implement this authorisation and particularly in order 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 al. 4 of the French Commercial Code, either decide that these shares cannot be granted by the parties in question before they cease to hold office, or determine the amount of shares that they will have to retain in registered form until they cease to hold office;
- set the conditions and, where applicable, the criteria for share allotment, and in particular any performance condition it deems necessary, as well as the terms of adjustment in the event of a financial transaction of the Company;
- in the event of the issue of new shares, apply, if necessary, to the reserves, profits or share premiums, the sums necessary to pay-up said shares;
- make, if necessary, adjustments to the number of allotted shares 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 Management Board uses this authorisation, it will each year inform the Ordinary General Meeting 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 twenty-six (26) months from the date of this General Meeting, until 22 November 2023, i.e. from today's date and that it shall supersede from this date, for any unused part, any previous delegation for the same purpose.

TWELFTH RESOLUTION

(Delegation of authority to be granted to the Management Board to decide either to issue with maintenance of the preferential subscription right, shares and/or securities giving immediate or future access to capital or giving the right to a debt security or incorporate profits, reserves or issue premiums into the capital)

The General Meeting, ruling under the conditions required for Extraordinary General Meetings as to quorum and majority, after having considered the Management Board's Report and the Auditor's Report, in accordance with the provisions of Article 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 French Commercial Code,

Delegates to the Management Board its authority, with the option of sub-delegation to the Chairman of the Management Board, to proceed one or more times, in France or abroad, in the proportions and at the times which it deems appropriate, in euros or foreign currency or in any other monetary unit established by reference to more than one currency, to increase capital one or more times:

- by issuing, on the French market and/or internationally with maintenance of the preferential subscription right, ordinary shares of the Company and/or securities giving access, immediate or future, 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 its capital or the companies of which it directly or indirectly holds more than one half of the capital, or

entitling the bearer to a debt security by subscription or cash consideration or by offset against receivables, by conversion, exchange, redemption, presentation of a warrant or in any other manner;

- and/or through incorporation of all or part of the profits, reserves, or issue premiums, which will be capitalized in accordance with the law and the Articles of Association by granting bonus shares or increasing the par value of existing shares, or by a combination of these two methods,

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

Resolves that the Management Board, before using this delegation, must obtain prior authorisation and assent from the Supervisory Board;

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

- The maximum nominal amount of the capital increases likely to be achieved immediately or in the future by virtue of this delegation, shall be set at two million seven hundred forty thousand eight hundred euros (€2,740,800) or in any other monetary unit established by reference to more than one currency; it being specified that the total nominal value of any capital increases shall be applied towards the overall ceiling stipulated in the 18th resolution of this General Meeting. Added to such a ceiling, if need be, is the nominal amount of additional shares that may be issued, in the event of new financial transactions, to maintain, under the law, the rights of bearers of securities that give access to capital,
- The maximum nominal amount of bonds and other debt securities likely to be issued by virtue of this delegation may not exceed one hundred fifty million euros (€150,000,000) or in any other monetary unit established by reference to more than one currency; it being specified that the total nominal value of these bonds or other debt securities shall be applied towards the overall ceiling applicable to bonds or other debt securities stipulated in the 18th resolution of this General Meeting,

Sets the valid term of the delegation of authority which is the subject of this resolution at **twenty six (26) months**, from the date of this General Meeting, in other words until **22 November 2023**, the date on which said delegation of authority will be considered null and void if the Management Board has not made use of it.

In the event of utilisation of this delegation by the Management Board:

- resolves that the issue or issues will be reserved with priority for the shareholders, who may apply as of right for new shares in proportion to the number of shares they hold at the time, under the conditions stipulated in Article L.225-132 of the French Commercial Code;
- duly notes that the Management Board shall have the option of introducing a right to apply for excess shares;
- duly notes and resolves, as and when necessary, that in the case of the issuing of shares or securities as defined above, if the applications to apply as of right for new shares, and as the case may be, applications to apply for excess shares do not absorb the entire issue, the Management Board may use, under the conditions prescribed by law, and in the order that the Management Board shall determine, one and/or the other of the following options:
 - limit the issue to the subscription amount, provided that this amount represents at least three-quarters of the issue that has been decided,

- allot at its discretion 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 applications as of right for new shares or as applications for excess shares, as the case may be,
- offer to the public, by means of an offering of financial securities, some or part of the shares, or in the case of securities giving access to capital, these unsubscribed securities, on the French market and/or abroad or on the international market,
- resolves that the Management Board may on its own initiative and in every case limit the decided issue to the amount reached where the shares and/or other unsubscribed securities represent at least 3% of said issue;
- duly notes and resolves as necessary and if this delegation of authority is used, that the decision to issue securities giving immediate or future access to capital in favour of the bearers, implies a waiver by the shareholders of their preferential subscription right to the shares to which these securities may give right, in accordance with the provisions of Article L.225-132 of the French Commercial Code;
- resolves in accordance with the provisions of Article L.22-10-50 of the French Commercial Code, that the fractional rights shall neither be negotiable nor transferable, and that the corresponding securities shall be sold; the sums resulting from such sale shall be allotted to the holders of the rights within thirty days of the date of registration of the whole number of securities allotted to their account;

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

Resolves that the Management Board shall have full powers to implement or not implement, or postpone as the case may be, this delegation of authority under the legal conditions, and within the limits and conditions specified above, particularly in order to:

- resolves to increase the capital and determine the securities to be issued and, more generally, decide concerning the issues under this delegation;
- decide on the amount of the capital increase, the issue price, and the amount of any premium that may be required on issuance;
- determine the dates and terms and conditions of the capital increase, the form and characteristics of the securities to be issued, additionally, in the case of bonds or other debt securities giving access to the capital of the Company, whether they should be subordinated or not (and, where applicable, their subordination rank, as stipulated in the provisions of Article L.228-97 of the French Commercial Code), determine their interest rate (particularly fixed or variable interest rates or zero-coupon or indexed interest rates), their term (definite or indefinite), and the other issuance conditions (including attaching guarantees or suretyships) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, purchase or subscription of bonds or other debt securities, or take the form of complex debt instruments as defined by the stock market authorities; and during the term of the securities concerned, to amend the terms and conditions referred to above, in compliance with the applicable formalities;
- determine the terms of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- set the terms for exercising any rights attached to shares or to 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 conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as any other terms and conditions for completion of the capital increase;

- provide for an option to suspend, if appropriate, the exercise of rights attached to the securities issued in accordance with the legal and regulatory provisions for a maximum period of three months;
- on its own initiative, apply the expenses relating to the share capital increase to the amount of the relevant premiums and deduct from this amount the sums necessary so that the legal reserve is equal to one-tenth of the new capital after each capital increase;
- determine and make all adjustments, to take into account the impact of the transactions on the capital of the Company, in particular if there is a change in the nominal value of the share, increase capital by incorporation of reserves, allotment of bonus shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which any rights of bearers of securities giving access to the capital will be preserved;
- record the completion of each capital increase and make consequential amendments of the Articles of Association;
- in general, enter into all agreements, in particular, to successfully complete the intended issues, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued by virtue of this delegation and for the exercise of the rights attaching thereto.

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

Resolves that this authorisation shall supersede any previous delegation having the same purpose.

THIRTEENTH RESOLUTION

(Delegation of authority to be granted to the Management Board to decide to issue shares and/or securities giving immediate or future access to capital or giving the right to a debt security, with elimination of the preferential subscription right without indication of beneficiaries and by public offering)

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

after having considered the Management Board's Report and the special Auditors' Report, in compliance with the provisions of Article L.225-129 et seq. of the French Commercial Code, particularly Articles L.225-129-2, L.225-135, L.225-136 and L.228-91 of said French Commercial Code,

Delegates to the Management Board its authority, with the option of sub-delegation to the Chairman of the Management Board, to proceed one or more times, to issue in France or abroad, in the proportions and at the times which it sees fit, by way of a public offering of financial securities with elimination of the preferential subscription right without indication of beneficiaries, in euros or foreign currency or in any other monetary unit established by reference to more than one currency, ordinary shares of the Company and/or any other securities giving access, immediate or future, 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 its capital, or the companies of which it directly or indirectly holds more than one half of the capital, or giving the bearer the right to a debt security by subscription or cash consideration or by offset against receivables, by conversion, exchange, redemption, presentation of a warrant or in any other manner, the debt securities which may be issued with or without guarantee, in the form, at the rates and under the conditions that the Management Board deems appropriate;

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

Resolves that the Management Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board;

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

- The maximum nominal amount of the immediate and/or deferred capital increases likely to be realised by virtue of this delegation is set at two million one hundred thirty one thousand two hundred euros (€2,131,200) or its equivalent value in foreign currency on the date of issue, it being specified that the total par value of these capital increases shall be applied towards the overall ceiling stipulated in the 18th resolution of this General Meeting. Added to such a ceiling, if need be, is the nominal amount of additional shares to be issued, to maintain, in accordance with the law and applicable contractual arrangements, the rights of bearers of securities giving access to the capital of the Company;
- The total nominal value of bonds and other forms of securitised debt likely to be issued by virtue of this delegation may not exceed one hundred twenty five million euros (€125,000,000) or its equivalent value in foreign currency on the date of issue, it being specified that the total par value of these bonds shall be applied towards the overall ceiling applicable to bonds or other debt securities stipulated in the 18th resolution of this General Meeting;

Resolves to eliminate 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 Management Board the option to institute for the benefit of shareholders for some or all of the issues, a preferential subscription right to the issue during the period and according to the conditions the Management Board shall set in accordance with the provisions of Article L.22-10-51 of the French Commercial Code; said subscription priority shall not give rise to negotiable rights, but may be exercised either as an application as of right for new shares, or an application for excess shares,

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

Resolves that this delegation of authority is granted to the Management Board for a term of **twenty six (26) months** as from the date of this General Meeting, until **22 November 2023**; the date on which this delegation of authority will be considered null and void if the Management Board does not make use of it,

Resolves that:

- for capital increases, the issue price of the new shares shall be set by the Management Board 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 set, reduced if appropriate, by a maximum discount of 10%, after correction of the said average, if there

are differences in the dates of dividend rights, nevertheless it being specified that if throughout the utilisation of this delegation, the shares of the Company are admitted to trading on a regulated market, the price shall be set in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code,

- for the securities giving access to capital, the issue price shall be determined by the Management Board in such a manner that the monies received immediately by the Company when issuing the securities in question, increased by the monies to be received later by the Company for each attached and/or underlying share for the securities issued, shall be greater than or equal to the minimum price provided above,
- the conversion, redemption and transformation into shares of each security giving access to capital would be effected, taking into account the nominal value of said security, in the form of a number of shares, such that the amount received by the Company for each share shall be greater than or equal to the minimum price referred to above.

Nevertheless it is specified that if the Company's shares are admitted 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 shall be identical in all aspects to the old ordinary shares and shall 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 shall formally exclude the offerings referred to in No. 1 of Article L.411-2 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, subject to applicable laws and regulations,

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

- decide to increase the capital and determine the securities to be issued and, in general, decide concerning 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, as the case may be, within the limits imposed by this resolution;
- determine the dates and terms and conditions of the capital increase, the form and characteristics of the securities to be issued, additionally, in the case of bonds or other debt securities giving access to the capital of the Company, whether they should be subordinated or not (and, where applicable, their subordination rank, as stipulated in the provisions of Article L.228-97 of the French Commercial Code), determine their interest rate (particularly fixed or variable interest rates or zero-coupon or indexed interest rates), their term (definite or indefinite), and the other issuance conditions, (including attaching guarantees or suretyships) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, purchase or subscription of bonds or other representative debt securities, or take the form of complex debt instruments as defined by the stock market authorities; and during the term of the securities concerned, to amend the terms and conditions referred to above, in compliance with the applicable formalities;
- decide, assuming that the subscriptions have not absorbed the entire issue, to limit the

amount of the capital increase to the amount of the subscriptions received, provided that this amount reaches at least three-quarters of the issue that has been decided;

- determine the terms of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- set the terms for exercising any rights attached to shares or to 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 conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as any other terms and conditions for completion of the capital increase;
- provide for an option to suspend, if appropriate, the exercise of the rights attached to the securities issued in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- on its own initiative, apply the expenses relating to the share capital increase to the amount of the relevant premiums and deduct from this amount the sums necessary so that the legal reserve is equal to one-tenth of the new capital after each capital increase;
- determine and make all adjustments, to take into account the impact of the transactions on the capital of the Company, in particular if there is a change in the nominal value of the share, increase capital by incorporation of reserves, allotment of bonus shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which any rights of bearers of securities giving access to the capital will be preserved;
- record the completion of each capital increase and make consequential amendments of the Articles of Association;
- in general, enter into all agreements, in particular, to successfully complete the intended issues, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued by virtue of this delegation and for the exercise of the rights attaching thereto.

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

Resolves that this authorisation shall supersede any previous delegation having the same purpose.

FOURTEENTH RESOLUTION

(Delegation of authority to be granted to the Management Board, to decide to issue shares and/or securities giving immediate or future access to capital or giving the 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, limited to 20% of the share capital per year with elimination of the preferential subscription right without indication of beneficiaries)

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

after having considered the Management Board's Report and the special Auditors' Report, in compliance with the provisions of Article L.225-129 et seq. of the French Commercial Code, particularly Articles L.225-129-2, L.225-135, L.225-136 and L.228-91 of said French Commercial Code,

Delegates to the Management Board its authority, with the option of sub-delegation to the Chairman of the Management Board, to proceed one or more times, to issue in France or abroad, in the proportions and at the times which it sees fit, by way of an offering referred to in No. 1 of Article L.411-2 of the French Monetary and Financial Code, with elimination of the preferential subscription right without indication of beneficiaries, in euros or foreign currency or in any other monetary unit established by reference to more than one currency, ordinary shares of the Company and/or any other securities giving access, immediate or future, 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 its capital or the companies of which it directly or indirectly holds more than one half of the capital, or entitling the bearer to a debt security by subscription or cash consideration or by offset against receivables, by conversion, exchange, redemption, presentation of a warrant or in any other manner, the debt securities which may be issued with or without guarantee, in the form, at the rates and under the conditions that the Management Board deems appropriate;

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

Resolves that the Management Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board;

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

- the maximum nominal amount of the immediate or deferred capital increases likely to be realised by virtue of this delegation is fixed at two million one hundred thirty one thousand two hundred euros (€2,131,200) or its equivalent value in foreign currency on the date of issue, it being specified that the total par value of these capital increases (i) shall be limited to 20% of the share capital per year (as valued at the date the delegation is implemented) and (ii) shall be applied towards the overall ceiling stipulated in the 18th resolution of this General Meeting. Added to such a ceiling, if need be, is the nominal amount of additional shares to be issued, to maintain, in accordance with the law and applicable contractual arrangements, the rights of bearers of securities, giving access to the capital;
- The total nominal value of bonds and other forms of securitised debt likely to be issued by virtue of this delegation may not exceed one hundred twenty five million euros (€125,000,000) or its equivalent value in foreign currency on the date of issue, it being specified that the total par value of these bonds will count towards the overall ceiling applicable to bonds or other debt securities stipulated in the 18th resolution of this General Meeting;

Resolves to eliminate 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 the issues likely to be carried out by virtue of this resolution shall be by means of offers to qualified investors or a closed circle of investors within the meaning of No. 1 of Article L. 411-2 of the French Monetary and Financial Code,

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

Resolves that this delegation of authority is granted to the Management Board for a term of **twenty six (26) months** as from the date of this General Meeting, until **22 November 2023**, the date on which this

delegation of authority will be considered null and void if the Management Board did not make use of it,

Resolves that:

- for capital increases, the issue price of the new shares shall be determined by the Management Board 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, if appropriate, by a maximum discount of 10%, after correction of the said average in case of differences in the dates of dividend rights, nevertheless it being specified that if throughout the utilisation of this delegation, the shares of the Company are admitted to trading on a regulated market, the price shall be determined in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code;
- for the securities giving access to capital, the issue price shall be determined by the Management Board in such a manner that the monies received immediately by the Company when issuing the securities in question, increased by the monies to be received later by the Company for each attached and/or underlying share for the securities issued, shall be greater than or equal to the minimum price provided above;
- the conversion, redemption and transformation into shares of each security giving access to capital would be effected, taking into account the nominal value of said security, in the form of a number of shares, such that the amount received by the Company for each share shall be greater than or equal to the minimum price referred to above.

Nevertheless it is specified that if the Company's shares are admitted 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 shall be identical in all aspects to the old ordinary shares and shall be subject to all provisions of the Articles of Association and to the decisions of the General Meetings,

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

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

- decide to increase the capital and determine the securities to be issued and, in general, decide concerning 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, as the case may be, within the limits imposed by this resolution;
- determine the dates and terms and conditions of the capital increase, the form and characteristics of the securities to be issued, additionally, in the case of bonds or other debt securities giving access to the capital of the Company, whether they should be subordinated or not (and, where applicable, their subordination rank, as stipulated in the provisions of Article L.228-97 of the French Commercial Code), determine their interest rate (particularly fixed or variable interest rates or zero-coupon or indexed interest rates), their term (definite

or indefinite), and the other issuance conditions, (including attaching guarantees or suretyships) and redemption; these securities may be accompanied by warrants giving entitlement to the allotment, purchase or subscription of bonds or other representative debt securities, or take the form of complex debt instruments as defined by the stock market authorities; and during the term of the securities concerned, to amend the terms and conditions referred to above, in compliance with the applicable formalities;

- decide, assuming that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of the subscriptions received, provided that this amount reaches at least three-quarters of the issue that has been decided;
- determine the terms of payment for the shares or securities giving access to the capital to be issued or the securities to be issued;
- set the terms for exercising any rights attached to shares or to 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 conversion, exchange or redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as any other terms and conditions for completion of the capital increase;
- provide for an option to suspend, if appropriate, the exercise of the rights attached to the securities issued in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- on its own initiative, apply the expenses relating to the share capital increase to the amount of the relevant premiums and deduct from this amount the sums necessary so that the legal reserve is equal to one-tenth of the new capital after each capital increase;
- determine and make all adjustments, to take into account the impact of the transactions on the capital of the Company, in particular if there is a change in the nominal value of the share, increase capital by incorporation of reserves, allotment of bonus shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other transaction affecting shareholders' equity, and set the terms and conditions under which any rights of bearers of securities giving access to the capital will be preserved;
- record the completion of each capital increase and make consequential amendment of the Articles of Association;
- in general, enter into all agreements, in particular, to successfully complete the intended issues, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued by virtue of this delegation and for the exercise of the rights attaching thereto.

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

Resolves that this authorisation shall supersede any previous delegation having the same purpose.

FIFTEENTH RESOLUTION

(Issue of shares and/or securities giving immediate or future access to capital, or giving the right to a debt security, with elimination of the preferential subscription right of shareholders to the benefit of categories of beneficiaries)

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

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

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

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

Resolves that the Management Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board;

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

- the maximum nominal amount of the immediate or future capital increases likely to be realised by virtue of this delegation is fixed at two million one hundred thirty one thousand two hundred euros (€2,131,200) or in any other monetary unit established by reference to more than one currency, it being specified that the total nominal value of any capital increases will count towards the overall ceiling stipulated in the 18th resolution of this General Meeting. Added to such a ceiling, if need be, is the nominal amount of additional shares to be issued, to maintain, in accordance with the law and applicable contractual arrangements, the rights of bearers of securities giving access to the capital of the Company;
- the total nominal value of bonds and other forms of securitised debt likely to be issued by virtue of this delegation may not exceed one hundred twenty five million euros (€125,000,000) or its equivalent value in foreign currency on the date of issue, it being specified that the total nominal value of these bonds will apply towards the overall ceiling applicable to bonds or other debt securities stipulated in the 18th resolution of this General Meeting;

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

Resolves that this delegation of authority is granted to the Management Board for a term of **eighteen (18) months** as from the date of this General Meeting, until **22 November 2023**, the date on which this delegation of authority will be considered null and void if the Management Board has not made use of it;

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

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

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

Resolves that:

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

Nevertheless it is specified that if the Company's shares are admitted 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 old ordinary shares and subject to all provisions of the Articles of Association and to the decisions of the General Meetings,

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

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

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

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

Resolves that this authorisation shall supersede any previous delegation having the same purpose.

SIXTEENTH RESOLUTION

(Authorization to be granted the Management Board 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 the delegations of authority referred to in the four preceding resolutions are implemented with maintenance or elimination of the preferential subscription right as the case may be)

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

having taken into consideration the Management Board's Report and in accordance with the provisions of Article L.225-135-1 of the French Commercial Code,

Authorises the Management Board to *i)* to increase the number of shares to issue, for the purpose of covering any over-allotments and to stabilise the course of the issue, with or without preferential subscription right to ordinary shares and/or any other securities giving access, immediate or future, 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 its capital or the companies of which it directly or indirectly holds more than one half of the capital, or entitling the bearer to a debt instrument by subscription or cash consideration or by offset against receivables, by conversion, exchange, redemption, presentation of a warrant or in any other manner, as stipulated in the 12th to 15th resolutions and *ii)* to carry-out such additional issues at the same price as that decided for the initial issue, and subject to a limit of 15% of the latter, in compliance with the provisions of Article R.225-118 of the French Commercial Code or any other applicable provision;

Resolves that the Management Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board;

Resolves that this authorisation granted to the Management Board must be implemented within thirty (30) days of the closure of the initial subscription of the issue concerned; if the Management Board does not utilise this authorisation within this period, it will be considered null and void for the issue of shares concerned;

Resolves that the nominal amount of the corresponding issues shall be applied towards the overall ceiling, stipulated in the 18th resolution;

Duly notes that in the event of an issue with maintenance, or without maintenance of the preferential subscription right, the limit set out in No. 1 of I of Article L.225-134 of the French Commercial Code will be increased in the same proportions.

Resolves that this authorisation shall supersede any previous delegation having the same purpose.

SEVENTEENTH RESOLUTION

(Delegation of powers to be granted to the Management Board to decide on a cash capital increase reserved for employees who are enrolled in a Company Savings Plan in accordance with the provisions of Articles L.225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labour

Code, with the elimination of preferential subscription rights reserved for the benefit of Company employees)

The General Meeting, ruling under the conditions required for Extraordinary General Meetings as to quorum and majority, after having considered the Management Board's 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 said Code on the other hand;

Delegates to the Management Board, with the option of sub-delegation to any duly empowered person in accordance with the law or regulations, its power to decide to proceed one or more times with a capital increase of a maximum nominal amount of sixty-four thousand six hundred eight euros (€64,608) through issuance of new ordinary shares of the Company, of a nominal value of €1.20, to be paid in cash or by offsetting against certain, liquid and payable debts against the Company, reserved for employees of the Company or its affiliated companies pursuant to Article L.225-180 of the French Commercial Code, members of the Company Savings Plan (Plan d'Epargne Entreprise) either existing or to be set up at the initiative of the Company and/or of any mutual fund through which new shares thus issued would be subscribed by them;

Resolves that the Management Board, before using this delegation, must obtain prior authorisation or assent from the Supervisory Board;

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 Management Board in accordance with the provisions of Article L.3332-19 or L.3332-20 of the French Labour Code depending on whether or not the shares are admitted for trading on a regulated market on the date of the capital increase, and within the limit of a maximum discount of 30% of the average of the opening prices quoted on the twenty stock market trading days preceding the date of the Management Board's 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.225-138-1 of the French Commercial Code and to reserve the subscription for active employees of the Company on the date of the subscription and to those who are enrolled in the Company Savings Plan;

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

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

Resolves to delegate full powers to the Management Board, in conformity with the provisions of Article L.225-129-2 et seq. of the French Commercial Code, with the option of sub-delegation under the conditions of the Code, in order to implement this decision under the legal conditions and in accordance with the limits and conditions stated above, in particular to:

- carry out the capital increase on one or more occasions, upon its sole deliberation, through issuance of shares reserved for employees or affiliated companies within the meaning of Article L.225-180 of the French Commercial Code who are enrolled in the Company Savings Plan, in favour of which the preferential subscription right has been eliminated;
- determine allotment conditions for the new shares thus issued for the benefit of the above-mentioned employees under legal conditions, including possible matching of shares, terms of seniority, establish the list of beneficiaries, as well as the number of shares that can be allotted to each of them, within the limits of the capital increase;

- decide that subscriptions may be made directly or through a company mutual fund or any other structure or entity authorised by legal or regulatory provisions;
- establish and set the terms and conditions of enrolment in the Company Savings Plan, which would be necessary, establish or modify the rules for the Company Savings Plan;
- 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 French Labour Code, establish opening and closing dates of subscriptions, dates of dividend rights and share payment periods, collect employees subscriptions;
- collect the sums corresponding to the subscription payment, whether settled in cash or with receivables, and when necessary, establish the credit balance of current accounts in the Company's account book on behalf of the subscribers that are paying for the subscribed shares through compensation;
- determine, within the legal limit of three (3) years from subscription pursuant to Article L.225-138-1 of the French Commercial Code, the period granted to employee subscribers for payment of their subscription, given that in conformity with legal requirements subscribed shares can be paid, upon the Company's or the subscriber's request, 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, do all that is necessary and relevant for the complete performance of the subsequent share capital increase or increases.

Resolves to set the validity period of this delegation at twenty-six (26) months from the date of this decision, until **22 November 2023**, counting from date of this General Meeting.

EIGHTEENTH RESOLUTION

(Limitation of the overall ceiling of the authorisations to issue securities giving immediate or future access to capital and debt securities)

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

after considering the Management Board's Report and consequently adopting the 12th to 16th resolutions above:

Resolves to set at five million six hundred two thousand eight hundred euros (€5,602,800) the maximum nominal amount of immediate or deferred share capital increase, likely to be achieved by virtue of the delegations of authority granted by the resolutions cited above, it being specified that to this nominal amount, possibly will be added the nominal amount of the shares to be issued in addition, to preserve the rights of the bearers of the securities giving access to the capital of the Company under the law;

Resolves also to set at two hundred seventy five million euros (€275.000.000) the maximum nominal amount of the debt securities likely to be issued by virtue of the delegations of authority granted by the resolutions cited above.

NINETEENTH RESOLUTION
(Powers for formalities)

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

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

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INFORMATION

1 – Participation in the

Meeting and status as

shareholder

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

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

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

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

In accordance with Article 7 of Decree No. 2020-418 of 10 April 2020 on the adaptation of the rules of meeting and deliberation of general meetings due to Covid-19, it is stated that a shareholder who has voted remotely or issued a proxy under the conditions established below, may exceptionally choose another participation method during the General Meeting (his previous decision will then be revoked) provided that his instructions in this respect are given within a time frame that is compatible with those established below.

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

In accordance with Article R.22-10-28 of the French Commercial Code, shareholders who can show the following will be able to participate in the General Meeting:

- for registered shares: registration of these shares in the registered share accounts of the Company by 20 September 2021, midnight Paris time;
- for bearer shares: a book entry of these shares (if necessary, in the name of the intermediary registered on behalf of the shareholder in question under the legal and regulatory conditions) in

the registered bearer accounts held by their intermediary by midnight, 20 September 2021, Paris time. The authorised intermediaries will issue a participation certificate, attached to the postal vote or proxy form established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders that can prove their status by 20 September 2021 midnight Paris time, under the conditions stated above, will be able to participate in this General Meeting.

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

- if this is done before 20 September 2021 midnight Paris time, the vote issued by post or by proxy, accompanied, if necessary, by a participation certificate, will be invalidated or modified accordingly. To this end, the intermediary authorised as account holder must notify the Company or his proxy that he is selling the shares and must provide all necessary information;
- if the sale or any other transaction is carried out after 20 September 2021 midnight Paris time, whatever the means used, it will not be reported by the authorised intermediary nor taken into consideration by the Company.

Method of participation in the Meeting

The General Meeting will exceptionally be held behind closed doors. Given this context, you are asked to vote by post or by proxy, either by email or post. Shareholders are requested to send their form by email, when possible.

Vote by post or by proxy, either by post or email

All shareholders (registered or bearer) that wish to vote by post or by proxy may request a vote form by post or by proxy by sending a letter to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or via email to the following address: assemblee2021@focus-home.com no later than six days before the General Meeting. The postal or proxy vote form will also be available on the Company's website: <https://investor.focus-home.com/fr/meetings>.

Shareholders will send their postal or proxy vote forms so that the Company or CACEIS Corporate Trust receives them no later than three days before the date of the General Meeting, or no later than midnight Monday 20 September 2021, Paris time:

- if their shares are in registered form in an account: send the form directly to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or to the Company by email at the following address: assemblee2021@focus-home.com;
- if their shares are registered in an account in the form of bearer shares: send the form to the account-keeping entity that manages the portfolio, which will attach a participation certificate and will send it to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY LES MOULINEAUX CEDEX 9, or to the Company by email at the following address: assemblee2021@focus-home.com.

It is stated that if the form is received after these dates, it will not be taken into consideration.

Designation/revocation of mandates with proxy instruction by email

Shareholders may grant or revoke a mandate with proxy indication by digital means in accordance with the provisions of Article R.225-79 of the French Commercial Code, in accordance with the following procedures:

- if their shares are in registered form in an account: by sending an email to the following address: ct-mandataires-assemblees@caceis.com. This email must include a digital copy of the vote by

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

In accordance with Article 6 of Decree No. 2020-418 of 10 April 2020, as amended by Decree No. 2020-1614 of 18 December 2020 and extended by Decree of 28 July 2021, in order that the designations or revocations of mandates, duly signed and completed, can be adequately taken into account, they must be received by CACEIS Corporate Trust no later than the fourth day before the date of the General Meeting or no later than Sunday 19 September 2021.

In this respect, pursuant to article 6 of Decree No. 2020-418 of 10 April 2020, as amended by Decree No. 2020-1614 of 18 December 2020 and extended by Decree No. 2021-255 of 28 July 2021, the proxy must issue his instructions for the performance of the duties entrusted to him, to CACEIS Corporate Trust, by email to the following address: ct-mandataires-assemblees@caceis.com, in the form of the postal vote form (mentioned in article R. 225-76 of the French Commercial Code), no later than the fourth day before the date of the General Meeting, or no later than 19 September 2021.

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

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

There are no plans for voting or participation by means of electronic telecommunication for this Meeting, therefore, no sites referred to in Article R.225-61 of the French Commercial Code will be prepared and adapted for this purpose.

2 – Submission of written questions and request to include discussion topics or resolution projects in the agenda

Taking into consideration the exceptional situation linked to COVID-19, we suggest that you give priority to digital requests to include discussion topics or resolution projects in the agenda and priority to submission of written questions electronically.

Shareholders may ask written questions to the Company as of the convening of the General Meeting, pursuant to Articles L.225-108 and R.225-84 of the French Commercial Code. These questions should be sent to the Chairman of the Management Board of the Company at the following address: Parc Pont de Flandre, "Le Beauvaisis", Bâtiment 28, 11 rue de Cambrai, 75019 Paris, by registered letter with acknowledgement of receipt, or by email to the following address: assemblee2021@focus-home.com, no later than the second working day before the date of the General Meeting, or by Tuesday, 21 September 2021, 11:59 p.m, Paris time. They must be accompanied by a registration certification.

Justified requests to include discussion topics or resolution projects in the agenda by shareholders that meet the legal and regulatory requirements in effect, or from the Social and Economic Committee, must be sent to the Company's headquarters at the following address: Parc Pont de Flandre, "Le Beauvaisis", Bâtiment 28, 11 rue de Cambrai, 75019 Paris, by registered letter with request for acknowledgement of receipt, or by email to the following email address: assemblee2021@focus-home.com, within twenty (20) days of this convening notice and must be received by the Company no later than the twenty-fifth (25th) day before the General Meeting. These requests must be accompanied by a registration certificate that verifies possession or representation by the issuers of the request of the fraction of capital required

by the regulations in effect. The request for inclusion of resolution projects is accompanied by the text of resolution projects which may include a brief explanatory memorandum. A request to include discussion topics in the agenda must be justified.

It should also be noted that the General Meeting's examination of the discussion topics in the agenda and the resolutions that will be presented is conditional on transmission by the concerned individuals of a new certificate showing the registration of their shares in the same accounts by the second (2nd) working day before the General Meeting at midnight Paris time.

3 – Right of communication

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

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

The Management Board