



CLARANOVA

European company with a Board of Directors and a share capital of €57,206,910

Registered office: 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex

Registered in Nanterre (RCS No.°329 764 625)

ORDINARY GENERAL MEETING

September 4, 2023

RESOLUTIONS

AGENDA

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

1. Approval of agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code for FY 2021-2022;
2. Insofar as necessary, acknowledgment of the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer (*Directeur Général*);
3. Appointment of Ms. Gabrielle Gauthey as Director of the Company;
4. Appointment of Mr. Craig Forman as Director of the Company;
5. Approval of the revised compensation policy for the Company's Chairman-CEO for FY 2022-2023;
6. Approval of the revised compensation policy for the Deputy CEO for FY 2022-2023;
7. Approval of the information on individual corporate officer compensation required by Article L. 22-10-9, paragraph I, of the French Commercial Code for FY 2021-2022;
8. Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2022 to Mr. Pierre Cesarini, Chairman of the Board of Directors;
9. Approval of fixed and variable components of total compensation and benefits of all kinds paid or granted to Mr. Pierre Cesarini, Chief Executive Officer, in respect of the fiscal year ended June 30, 2022;

Resolution requested by certain shareholders not approved by the Board of Directors.

- A. Appointment of a new independent director
10. Powers for formalities.

Items of business requested to be included on the agenda by certain shareholders and not subject to a vote.

Item No. 1 - Results of the capital increase carried out on July 12, 2023

Item No. 2 - Independence of Claranova's directors with regard to the provisions of the Middledent Code of corporate governance

Item No. 3 - Decision by the Claranova Board of Directors to separate the functions of Chairman of the Board and Chief Executive Officer

Item no. 4 - Repayment of the Euro PP private bond placement on June 27, 2019

Item No. 5 - Redemption of OCEANE bonds issued on August 16, 2021

Item No. 6 - Claranova group development strategy

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RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION *Approval of agreements governed by Articles L. 225-38 et seq. of the French Commercial Code for FY 2021-2022;*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings, having read the statutory auditors' special report on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code for FY 2021-2022,

approves the conclusions of the report presented to the Annual General Meeting by the Statutory Auditors, Ernst & Young and Aplitec, in accordance with Article L. 225-38 of the French Commercial Code on agreements subject to authorization and the agreements presented therein with respect to FY 2021-2022.

Insofar as necessary, notes that the Annual General Meeting called to approve the financial statements for the year ended June 30, 2023, will approve the agreements for FY 2022-2023 and the conclusions of the special report to be presented by the statutory auditors, Mazars and Ernst & Young.

SECOND RESOLUTION *(Insofar as necessary, acknowledgment of the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer)*

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report of the Board of Directors and the summary of the minutes of the Board of Directors' meeting of June 14, 2023,

Duly notes the Board of Directors' decision on June 14, 2023 to disassociate the functions of Chairman of the Board of Directors, and to initiate a search for a replacement for Mr. Pierre Cesarini, the current Chairman of the Board, who will retain his functions as Chief Executive Officer of the Company.

THIRD RESOLUTION *(Appointment of Ms. Gabrielle Gauthey as Director of the Company)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings and having read the Board of Directors' report,

resolves to appoint Ms. Gabrielle Gauthey as a Director effective as of today for a term of six (6) years expiring at the close of the Company's General Meeting called to approve the financial statements for the financial year ending 30 June 2029 (financial statements for FY 2028-2029).

FOURTH RESOLUTION *(Appointment of Mr. Craig Forman as Director of the Company)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings and having read the Board of Directors' report,

resolves to appoint Mr. Craig Forman as a Director effective as of today for a term of six (6) years expiring at the close of the Company's General Meeting called to approve the financial statements for the financial year ending 30 June 2029 (financial statements for FY 2028-2029).

FIFTH RESOLUTION *(Approval of the revised compensation policy for the Chairman-CEO for FY 2022-2023)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering the Board of Directors' report and Chapter 3 of the Company's FY 2021-2022 Universal Registration Document as amended by amendments filed with the AMF under numbers D. 22-0788 and D. 22-0788-A01 (constituting the corporate governance report required under article L. 225-37 of the French Commercial Code),

approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the revised compensation policy for the Company's Chairman and Chief Executive Officer for FY 2022-2023, as presented in the Corporate Governance Report and the Board of Directors' report.

SIXTH RESOLUTION *(Approval of the revised compensation policy for the Deputy CEO for FY 2022-2023)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering the Board of Directors' report and Chapter 3 of the Company's FY 2021-2022 Universal Registration Document as amended by amendments filed with the AMF under numbers D. 22-0788 and D. 22-0788-A01 (constituting the corporate governance report required under article L. 225-37 of the French Commercial Code),

approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the revised compensation policy for the Company's Deputy CEO for FY 2022-2023, as presented in the Corporate Governance Report and the Board of Directors' report.

SEVENTH RESOLUTION *((Approval of the information on individual corporate officer compensation required by Article L. 22-10-9, paragraph I, of the French Commercial Code for FY 2021-2022))*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering the Board of Directors' report and Chapter 3 of the Company's FY 2021-2022 Universal Registration Document as amended by amendments filed with the AMF under numbers D. 22-0788 and D. 22-0788-A01 (constituting the corporate governance report required under article L. 225-37 of the French Commercial Code),

approves, in accordance with Article L. 22-10-34-I of the French Commercial Code, the information referred to in Article L. 22-10-9-I of the French Commercial Code presented therein.

EIGHTH RESOLUTION *(Approval of fixed and variable components of total compensation and benefits of all kinds paid or granted to Mr. Pierre Cesarini, Chairman of the Board of Directors, in respect of the fiscal year ended June 30, 2022)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering the Board of Directors' report and Chapter 3 of the Company's FY 2021-2022 Universal Registration Document as amended by amendments filed with the AMF under numbers D. 22-0788 and D. 22-0788-A01 (constituting the corporate governance report required under article L. 225-37 of the French Commercial Code),

approves, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2022 to the Chairman of the Board of Directors as presented in article L. 22-10-9 of said code.

NINETH RESOLUTION *(Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2022 to the Chief Executive Officer, Mr. Pierre Cesarini,)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering the Board of Directors' report and Chapter 3 of the Company's FY 2021-2022 Universal Registration Document as amended by amendments filed with the AMF under numbers D. 22-0788 and D. 22-0788-A01 (constituting the corporate governance report required under article L. 225-37 of the French Commercial Code),

approves, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2022 to the Chief Executive Officer as presented in article L. 22-10-9 of said code.

RESOLUTION A *(appointment of a new independent director)*

– The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to appoint Mr. Hubert Tassin, residing at 26, rue Jean Giraudoux, 75116 - Paris, as a member of the Board of Directors, with immediate effect, for a term of six (6) years, i.e. until the close of the General Meeting called to approve the financial statements for the financial year ending 30 June 2029.

It is reminded that this resolution A, the inclusion of which was requested by certain shareholders, was not approved by the Board of Directors.

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Items of business requested for inclusion on the agenda by certain shareholders not approved by the Board of Directors.

ITEM NO. 1 - Results of the share capital increase carried out on July 12, 2023

ITEM NO. 2 - Independence of Claranova's directors with regard to the provisions of the Middlednext Code of corporate governance

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TENTH RESOLUTION (Powers for formalities)

The general meeting **grants** all powers to the bearer of an original, a copy or an extract of the present minutes for the purpose of fulfilling legal and other formalities.