

CLARANOVA S.E.

A European company (*Societas Europaea* or SE) with capital of €57,206,910
Registered office: Immeuble Adamas, 2 rue Berthelot, CS 80141
92414 Courbevoie Cedex
Registered in Nanterre (RCS No. °329°764°625)

**ORDINARY SHAREHOLDERS MEETING CONVENING NOTICE
(AVIS DE CONVOCATION)**

And supplement to the prior meeting notice published in the *Bulletin des Annonces Légales Obligatoires* no. 90 of July 28, 2023

The shareholders of CLARANOVA S.E. (the "**Company**") are hereby informed that they are called to the Ordinary General Meeting (the "**Ordinary General Meeting**") on Monday, September 4, 2023 at 3 p.m. (Paris time), at the Business Center Tour Egée, 9-11 Allée de l'Arche, 92400 Courbevoie, France in order to deliberate on the following agenda:

Agenda

1. Approval of the agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code for FY 2021-2022;
2. Insofar as necessary, acknowledgement 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 Company's 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

Shareholders' attention is drawn to the fact that the agenda of resolutions published in the notice of the Ordinary General Meeting of September 4, 2023 published in BALO no. 90 of July 28, 2023 have been to take account of certain necessary changes and amendments decided by the Board of Directors at its meeting on August 10, 2023, as well as the submission by certain shareholders of a shareholders of a draft resolution and agenda items. Consequently, the text of the draft resolutions to be submitted to the Annual General Meeting are set out below.

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 Middenext 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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FIRST RESOLUTION (Approval of the 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 for FY 2021-2022.

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

SECOND RESOLUTION (Insofar as necessary, acknowledgement 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,

acknowledges 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 after considering the Board of Directors' report,

resolves to appoint Ms. Gabrielle Gauthey as director, effective as of today for a term of six (6) years, expiring at the close of the Annual General Meeting called to approve the financial statements for the fiscal year ending June 30, 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 after considering the Board of Directors' report,

resolves to appoint Mr. Craig Forman as director, effective as of today for a term of six (6) years, expiring at the close of the Annual General Meeting called to approve the financial statements for the fiscal year ending June 30, 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 information on the compensation of individual officers 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.

NINTH 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 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 director, effective as of today for a term of six (6) years, expiring at the close of the Annual General Meeting called to approve the financial statements for the fiscal year ending June 30, 2029.

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

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 Middenext 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

TENTH RESOLUTION (Powers for formalities)

The general meeting **gives** 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.

ADDITIONAL INFORMATION

A - Participation in the Meeting

Shareholder status

Shareholders may participate in the Ordinary General Meeting regardless of the number of shares they own, notwithstanding any contrary provisions of the Company's articles of association. Each shareholder is admitted upon proof of identity. Any shareholder may be represented by his or her spouse, partner in a civil union, by another shareholder or by any other individual or legal entity of their choice. Legal representatives of legally incompetent shareholders and individuals representing legal-entity shareholders may be required to justify their authority as representatives by producing a copy of the court decision or a certified excerpt of the decision of the partners or board having appointed them. In accordance with Article R. 225-85 of the French Commercial Code, participation in the Ordinary General Meeting is contingent on registration of the shares in the name of the shareholder or the registered intermediary acting on his or her behalf pursuant to Article L. 228-1 of the French Commercial Code, on the second business day preceding the Ordinary General Meeting, i.e., August 31, 2023 at midnight, Paris time, either in the registered securities account maintained by the company or the bearer share account maintained by the authorized intermediary. Similarly, in accordance with Article R. 225-85 of the French Commercial Code, registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by a certificate of participation (*attestation de participation*) issued by the intermediary and attest to the mail or proxy voting forms, or to the request for an admission card established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. Only shareholders who meet the conditions set forth in Article R. 225-85 of the French Commercial Code at midnight, Paris time, on August 31, 2023, will be entitled to attend the Meeting.

A certificate will also be issued to shareholders wishing to attend the Ordinary General Meeting in person who have not received their admission card by midnight, Paris time, on the second business day preceding the Ordinary General Meeting.

B - How to participate in the Ordinary General Meeting

CLARANOVA also offers its shareholders the possibility to vote online in advance of the General Meeting through the secure VOTACCESS voting platform which is accessible:

- through the website of the shareholder services provider <https://www.actionnaire.cic-marketsolutions.eu> for shareholders holding their shares in registered form;
- or through the website of the securities account holder for shareholders holding their shares in bearer form. Only holders of bearer shares whose securities account holder is a member of the VOTACCESS system and offers this service to participate in this Meeting may access this website. The VOTACCESS platform to vote online for this Meeting will be accessible from August 18, 2023, until September 3, 2023 at 3:00 p.m. (Paris time). To avoid overloading the VOTACCESS voting platform, it is strongly recommended that shareholders do not wait until the day preceding the Meeting to communicate their instructions.

1 Attending the meeting in person:

Shareholders wishing to physically attend the General Meeting may request an admission card as follows:

1.1 Requesting the admission card by mail

- for registered shareholders: requests for admission cards should be sent before **September 1, 2023**, to CIC Service Assemblées, 6, Avenue de Provence, 75452 Paris Cedex 09, or may be obtained in person directly on the day of the meeting;
- for bearer shareholders: ask the authorized intermediary who manages their securities account to send an admission card before September 1, 2023. Shareholders wishing to attend the Meeting should submit their request as soon as possible in order to receive the card in a timely manner.

1.2 Requesting an admission card online

Shareholders wishing to attend the Meeting in person may also request an admission card online in the following ways:

- for registered shareholders: on the secure VOTACCESS platform accessible through the website of the shareholder services provider <https://www.actionnaire.cic-marketsolutions.eu>. The shareholders will be able to connect with their shareholder ID and the login to be sent to them by mail prior to the General Meeting;
- for bearer shareholders: holders of bearer shares must determine if the securities account holder is connected or not to the VOTACCESS voting platform and, as applicable, if this access is subject to specific conditions of use. If the securities account holder of the shareholder is connected to the VOTACCESS voting platform, the shareholder must log on to its web portal. After logging in with their usual access codes, shareholders must click on the voting icon that will appear on the line corresponding to their CLARANOVA shares and follow the indications given on the screen. The admission card will then be sent to the shareholders, according to their choice, by email or post.

2. Voting by mail or proxy:

2.1 Voting by mail or proxy through the post

Shareholders not attending the Meeting in person who wish to vote by mail or be represented by giving their proxy to the Chairman of the Meeting or to a representative may:

- for registered shareholders: return the form for voting by mail or proxy, which will be sent with the notice of meeting, to the following address CIC Service Assemblées, 6, Avenue de Provence, 75452 Paris Cedex 09;
- for bearer shareholders: request the form for voting by mail or proxy from the intermediary who manages their shares, as from the date of the Meeting notice. Once completed by the shareholder, this form should be returned to the securities account holder that will send it with a certificate of participation (*attestation de participation*) to CIC Service Assemblées, 6, Avenue de Provence, 75452 Paris Cedex 09.

In order to be taken into account, mail-in ballot forms must be received by CIC Service Assemblées, 6, Avenue de Provence, 75452 Paris Cedex 09 no later than three days before the Meeting, i.e., by midnight (Paris time) on September 1, 2023.

Appointments or revocations of proxies made by mail must be received no later than three calendar days before the date of the Meeting, i.e., by midnight, Paris time, on September 1, 2023.

It is specified that no form received by the Company after September 1, 2023, will be included in the votes of the Meeting.

As a reminder, to grant a proxy for voting, the shareholder must complete and sign the voting form, specifying his or her name, first name and address as well as those of the proxy.

2.2 Voting or appointing a proxy online

Shareholders may also send their voting instructions and appoint or revoke a proxy online before the General Meeting, through the VOTACCESS voting platform, under the conditions described below:

- for registered shareholders: on the secure VOTACCESS platform accessible through the website of the shareholder services provider <https://www.actionnaire.cic-marketsolutions.eu>. The shareholders will be able to connect with their shareholder ID and the login to be sent to them by mail prior to the General Meeting;
- for bearer shareholders: Holders of bearer shares must determine if the securities account holder is connected or not to the VOTACCESS voting platform and, as applicable, if this access is subject to specific conditions of use. If the securities account holder of the shareholder is connected to the VOTACCESS voting platform, the shareholder must log on to its web portal. After logging in with their usual access codes, shareholders must click on the voting icon that will appear on the line corresponding to their CLARANOVA shares and follow the indications given on the screen in order to access the VOTACCESS site to vote or appoint or revoke a proxy.

3. Appointment and/or revocation of a proxy

If the shareholder's securities account holder is not connected to the VOTACCESS site, a proxy may still be appointed or revoked online in accordance with the provisions of Article R. 225-79 of the French Commercial Code, in the following manner:

The shareholder should send an email to serviceproxy@cic.fr. This email must contain the following information: name of the company concerned, date of the meeting, surname, first name, address, bank references of the shareholder as well as the surname, first name and if possible, the address of the proxy.

Shareholders must ask the financial intermediary who manages their securities account to send written confirmation to CIC Service Assemblées, 6, Avenue de Provence, 75452 Paris Cedex 09. For appointments or revocations of proxies to be valid and taken into account, confirmations must be received by the CIC no later than 3 p.m. (Paris time) on the day before the General Meeting, i.e., September 3, 2023.

Only notifications of appointment or revocation of proxies may be sent to the above-mentioned e-mail address and any request or notification made to this address for another purpose will not be taken into consideration and/or processed.

Any shareholders holding registered or bearer shares who have already cast their vote remotely or sent a proxy, may not choose another method of participation in the meeting after the vote has been received by CIC Service Assemblées. The possibility of voting online before the General Meeting will end the day before the meeting, i.e., on September 3, 2023 at 3 p.m. (Paris time). However, in order to avoid the possibility of overloading the VOTACCESS voting platform, shareholders are recommended to not wait until the day preceding the Ordinary General Meeting in order to vote.

C - Submitting written questions and requests to include items on the agenda or draft resolutions

Shareholders may submit written questions to the Company as of the date of the meeting notice of the Ordinary General Meeting in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. Such questions must be sent to the Chairman of the Board of Directors at the Company's registered office at Immeuble Adamas, 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex, by registered letter with acknowledgement of receipt, or by e-mail to contact@claranova.com, no later than the fourth business day prior to the date of the General Meeting, i.e. Tuesday, August 29, 2023 at midnight Paris time, accompanied by a document certifying that the shares are duly registered in a securities account (*attestation d'inscription en compte*). In accordance with current legislation, the answer a written question will be considered to have been given as soon as it appears on the Company's website a section dedicated to questions and answers.

D - Shareholder documents and information

The documents and information provided for in Article R. 225-73-1 of the French Commercial Code may be consulted on the Company's website www.claranova.com and at the Company's registered office, Immeuble Adamas, 2 rue Berthelot, 92400 Courbevoie, from the date of the notice of the Ordinary General Meeting.

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Board of Directors