Unofficial convenience translation of the French original for information purposes

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)

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF NOVEMBER 29, 2023

Dear Shareholders,

This Ordinary and Extraordinary General Meeting has been called to submit the resolutions for your approval in accordance with the following agenda:

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

1. *Approval of the corporate financial statements for the fiscal year ended June 30, 2023*
2. *Approval of the consolidated financial statements for the fiscal year ended June 30, 2023*
3. *Appropriation of net income for the fiscal year ended June 30, 2023*
4. *Approval of the agreements governed by Articles L. 225-38 et seq. of the French Commercial Code*
5. *Approval of the information on individual corporate officer compensation required by Article L. 22-10-9, paragraph I, of the French Commercial Code for fiscal year 2022-2023*
6. *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, 2023 to Pierre Cesarini, Chairman of the Board of Directors*
7. *Approval of fixed and variable components of total compensation and benefits of all kinds paid or granted to Pierre Cesarini, Chief Executive Officer, in respect of the fiscal year ended June 30, 2023*
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, 2023 to Xavier Rojo, Deputy CEO*
9. *Approval of the compensation policy for the Chair of the Board of Directors for FY 2023-2024*
10. *Approval of the compensation policy for the CEO for FY 2023-2024*
11. *Approval of the compensation policy for the Deputy CEO for FY 2023-2024*
12. *Approval of the Company's non-executive officer compensation policy for fiscal year 2023-2024*
13. *Determination of the amount of total compensation of directors for FY 2023-2024*
14. *Delegation of authority to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, retained earnings or other items*
15. *Authorization to be granted to the Board of Directors to trade in the Company's shares*

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

16. *Delegation of authority to the Board of Directors to reduce the Company's share capital by cancellation of own shares*
17. *Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company affiliated thereto, maintaining the preferential subscription right*
18. *Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities of the of the Company, any subsidiary and/or any other company affiliated thereto, with the cancellation of the preferential subscription right, through a public offering and with an option to grant a priority right*
19. *Delegation of authority to the Board of Directors to issue debt securities giving access to the capital of subsidiaries of the Company and/or of any other company affiliated thereto (to be used outside periods of public offerings)*

20. *Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, by issuing shares, equity securities giving access to other equity securities or granting a right to the allotment of debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company related to the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code, reserved for a limited number of investors ("cercle restreint d'investisseurs")*

21. *Authorization to be granted in accordance with Article L. 22-10-52° paragraph 2 of the French Commercial Code to the Board of Directors to set the issue price of shares, securities in the form of equity securities giving access to other equity securities or entitlement to the allotment of debt securities and/or securities giving access to equity securities, canceling the preferential subscription rights within the framework of the delegation of authority covered by the 18th, 19th and 20th resolutions*

22. *Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of persons*

Resolution A. added at the request of shareholders of the Company and not approved by the Board of Directors

A. *Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of persons*

23. *Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase giving access to the share capital of the Company, any subsidiary and/or any other company affiliated thereto, with or without preferential subscription rights*

24. *Delegation of authority to the Board of Directors to issue shares and securities giving access to the capital of the Company, one of its subsidiaries and/or another company as consideration for contributions in kind*

25. *Delegation of authority to the Board of Directors for the purpose of issuing securities through a capital increase in the event of a public exchange offer initiated by the Company*

26. *Authorization given to the Board of Directors to proceed with restricted free stock awards (attribution gratuite d'actions) granting existing shares and/or shares to be issued, entailing the waiver by shareholders of their preferential subscription right*

27. *Authorization given to the Board of Directors to proceed with one or more stock option grants to employees and/or officers of the Company and affiliated companies, entailing the waiver by shareholders of their preferential subscription rights to shares to be issued on exercise of the options*

28. *Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted*

29. *Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to the capital, reserved for participants in a company stock ownership plan, with cancellation of preferential subscription rights in favor of the latter*

30. *Modification of Article 14 (Organization of the Board) of the Company's Articles of Association with a view to raising the age limit for the Chair of the Board of Directors to seventy-five (75).*

31. *Modification of Article 12.2 (Age limit - Term of Office) of the Company's Articles of Association to limit the term of office of Directors to four (4) years.*

Resolution B. added at the request of shareholders of the Company and not approved by the Board of Directors

B. *Introduction of the "one share, one vote" principle in accordance with the option provided for in Article L. 22-10-46 of the French Commercial Code (Code de commerce) and corresponding amendment to Article 11.1 of the Company's Articles of Association*

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

32. *Renewal of Pierre Cesarini's term of office as Director*

33. *Renewal of Roger Bloxberg's term of office as Director*

34. *Appointment of Marc Goldberg as Director*

Resolution 35 added at the request of a shareholder of the Company and approved by the Board of Directors

35. *Appointment of Michele Anderson as an Independent Director*

Resolutions C. to J. added at the request of shareholders of the Company and not approved by the Board of Directors

C. *Termination of Pierre Cesarini's appointment as member of Claranova's Board of Directors*
D. *Termination of Roger Bloxberg's appointment as member of Claranova's Board of Directors*
E. *Termination of Viviane Chaine-Ribeiro's appointment as member of Claranova's Board of Directors*
F. *Appointment of Michael Dadoun as Director*
G. *Appointment of Daniel Assouline as a Non-Voting Member (Observer) of the Board of Directors*
H. *Appointment of Cyrille Crocquevieille as Director*
J. *Appointment of a new Independent Director*

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

36. *Powers for formalities*

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The purpose of this report is to present the reasons for the resolutions submitted for your approval at the Ordinary and Extraordinary General Meeting to be held on November 29, 2023. With regard to the resolutions concerning the approval of the annual and consolidated financial statements, regulated agreements and the Company's compensation policy, in particular, shareholders are invited to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023, and to the report on corporate governance included in the FY 2022-2023 Universal Registration Document Available on the Company's website.

https://www.claranova.com/investisseurs/assemblees-generales/

The purpose of this General Meeting is to provide the Company and its Board of Directors with all necessary tools to (i) ensure the liquidity of the Company's shares, by granting the Board of Directors an authorization to trade in the Company's shares, and (ii) strengthen the Company's shareholders' equity by granting the Board of Directors a series of delegations of authority, and consequently renew the existing delegations of authority.

To make this report easier to understand for the Company's shareholders, the resolutions requested by certain shareholders and the reasons for their approval or non-approval, as the case may be, by the Board of Directors are presented in Sections VII and VIII herein.

The current version of the Board of Directors' report to the General Meeting contains certain formal adjustments introduced to facilitate the identification and content of the resolutions proposed by certain shareholders.

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PRESENTATION OF THE RESOLUTIONS SUBMITTED TO THE VOTE OF THE GENERAL MEETING

I. 2023 ACCOUNTS

1st to 3rd resolutions - Approval of the reports and financial statements for 2023 and appropriation of earnings

Based on (i) the report of the Chairman of the Board on the conditions governing the preparation and organization of the Board's work and on internal control and risk management procedures, (ii) the Statutory Auditors' report on the corporate financial statements for the fiscal year ended June 30, 2023 presented by the Board in the FY 2022-2023 Universal Registration Document made available to you as required by law prior to the General Meeting, you are hereby asked to approve these financial statements, together with the transactions reflected therein and summarized in these reports, showing net income for the year of €2,585,443.73.

You are also asked to approve the Company's consolidated financial statements for the fiscal year ended June 30, 2023 and the transactions reflected therein, as presented in the Board's report on Group management (i.e., the "Group" as presented in the FY 2022-2023 Universal Registration Document) and the Statutory Auditors' report on the consolidated financial statements showing a net accounting loss of €10,819,819.88.

Lastly, you are asked to approve the allocation the full amount of this loss to "Retained earnings" which will be increased accordingly to an accumulated deficit of €118,870,567.80.

4th resolution - Approval of agreements covered by the Statutory Auditors' special report pursuant to Articles L.225-38 *et seq*. and L.225-42-1 of the French Commercial Code

You are asked to duly note the conclusions of the Statutory Auditors' special report on agreements governed by article L.225-38 *et seq*. of the French Commercial Code and approve the agreements entered into during the fiscal year ended June 30, 2023 and presented in these reports. In accordance with the Board of Directors' rules of procedure, the Audit Committee has reviewed the terms and conditions of regulated agreements entered into during the fiscal year ended June 30, 2023.

II. COMPENSATION POLICY

5th 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 2022-2023

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which represents the corporate governance report referred to in the last paragraph of Article L. 225-37 and in accordance with Article L. 22-10-34, I of the French Commercial Code, you are hereby asked to approve the information presented therein referred to in Article L. 22-10-9, I of said Code.

6th 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, 2023 to Pierre Cesarini, Chair of the Board of Directors

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-34, II of the French Commercial Code, you are hereby asked to approve 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, 2023 to the Chair of the Board of Directors as presented in accordance with Article L. 22-10-9 of the same Code.

7th 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, 2023 to Pierre Cesarini, Chief Executive Officer

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-34, II of the French Commercial Code, you are hereby asked to approve 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, 2023 to the Chief Executive Officer as presented in accordance with Article L. 22-10-9 of the same Code.

8th 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, 2023 to Xavier Rojo, Deputy CEO

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-34, II of the French Commercial Code, you are hereby asked to approve 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, 2023 to the Deputy CEO as presented in accordance with Article L. 22-10-9 of the same Code.

9th resolution - Approval of the compensation policy for the Chair of the Board of Directors for FY 2023-2024

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-8, II of the French Commercial Code you are hereby asked to approve the FY 2023-2024 compensation policy for the Chair of the Company's Board of Directors, as described in the Corporate Governance Report.

10th resolution - Approval of the compensation policy for the CEO for FY 2023-2024

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-8, II of the French Commercial Code, you are hereby asked to approve the FY 2023-2024 compensation policy for the Chief Executive Officer of the Company, as described in the Corporate Governance Report.

11th resolution - Approval of the compensation policy for the Deputy CEO for FY 2023-2024

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-8, II of the French Commercial Code you are hereby asked to approve the FY 2023-2024 compensation policy for the Deputy CEO of the Company, as described in the Corporate Governance Report.

12th resolution - Approval of the compensation policy for Non-Executive Officers of the Company for FY 2023-2024

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-8, II of the French Commercial Code you are hereby asked to approve the FY 2023-2024 compensation policy for the Company’s non-executive officers, as described in the Corporate Governance Report.

13th resolution - Determination of the amount of total compensation of directors for FY 2023-2024

We invite you to refer to the annual report on the Company's activities for the fiscal year ended June 30, 2023 and to the corporate governance report contained in the FY 2022-2023 Universal Registration Document available on the Company's website.

After considering Chapter 3 of the Company's FY 2022-2023 Universal Registration Document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and in accordance with Article L. 22-10-8, II of the French Commercial Code, you are hereby asked to set the maximum amount for the fixed annual compensation of Directors for their services provided for in Article L. 225-45 of the same Code as from FY 2023-2024 at €320,000 until decided otherwise.

III. AUTHORIZATIONS TO INCREASE THE SHARE CAPITAL THROUGH CAPITALIZATION

14th resolution - Delegation of authority to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, retained earnings or other items

In accordance with the provisions of Articles L. 225-129-2 *et seq*., L. 22-10-50 and L. 228-92 of the French Commercial Code, and subject to the quorum and majority requirements applicable to ordinary general meetings, you are hereby asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to proceed, on one or more occasions with capital increases, in proportions and at such times of its choosing, through the capitalization of reserves, earnings or additional paid-in capital or other amounts eligible for capitalization by law or the provisions of the articles of association, in the form of a grant of restricted free stock units (*attribution d’actions gratuites*) or an increase in the nominal value of existing shares, or by combination of these two methods;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority is set at €50,000,000, whereby it is specified that:

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

- the nominal amount of the capital increases that may be carried out under this resolution will not be included within the overall ceiling set by the 28st resolution of this general meeting;

resolve that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- determine the dates and conditions of the issues;
- set the amount and the nature of the amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal amount of existing shares comprising the share capital will be increased;
- set the date, even retroactively, as from which the new shares will carry dividend rights or the effective date of the increase in the nominal value of the shares;
- decide in the case of the award of restricted free stock units (*actions gratuites*), (i) that the fractional rights shall not be negotiable and the corresponding shares will be sold; the proceeds of said sales will be allocated to the holders of such rights in accordance with the conditions provided for by regulation (ii) that the shares that would be granted on the basis of existing shares carrying a double voting right will benefit from this right upon issuance (iii) to make all adjustments in order to take into account the impact of corporate actions affecting the Company's capital or shareholders' equity and set the procedures according to which, as applicable, the rights of holders of securities giving access to the capital or beneficiaries of subscription or purchase options or restricted free stock units (*attribution gratuite d'actions*) will be preserved;
- record completion of the capital increase(s), amend the articles of association in consequence and carry out all necessary formalities; and
- and in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

IV. AUTHORIZATIONS FOR THE COMPANY TO PURCHASE ITS OWN SHARES

15th and16th resolutions - Authorizations for the Board of Directors to purchase the Company's own shares and reduce the share capital by cancelling said shares

Under the terms of the15th resolution, the Board would be authorized to buy back the Company's shares for the following purposes:

- maintaining an orderly market in the Company's shares under a liquidity contract entered into with an investment services provider that complies with the Conduct of Business Rules recognized by the AMF;
- implementation of any Company stock option plan governed by the provisions of Articles L. 225-177 *et seq*. of the French Commercial Code, or any similar plan whose purpose is compatible with applicable laws and regulations;

- the grant or sale of shares to employees and/or corporate officers of the Company or affiliated companies, under the terms and according to the methods provided by law, and notably with respect to the French statutory profit-sharing scheme;
- the retention of shares and their subsequent remittance in payment or exchange for future acquisitions, mergers, demergers or contribution transactions, occurring at the level of the Company or, where allowed by applicable regulation, of the companies that it controls;
- their use in any transaction to hedge the Company's commitments involving financial instruments notably covering changes in the Company's share price;
- the delivery of shares on the exercise of rights attached to securities granting access, immediately or in the future, by redemption, conversion, exchange, presentation of a warrant or any other means of awarding Company shares, and the performance of all hedging transactions relating to the issue of such securities, under the terms stipulated by the market authorities and at the times the Board of Directors sees fit;
- the cancellation of some or all of the shares through a share capital reduction (notably for the purpose of optimizing cash management, return on equity or earnings per share);
- the implementation of any market practice accepted or that may be accepted by the AMF and, more generally, carrying out of any transaction complying with prevailing regulations.

The maximum number of shares that may be bought back by the Company under this resolution may not exceed 10% of the shares comprising the Company's share capital at any time, this percentage being adjusted for transactions impacting the share capital and performed after this General Meeting, it being specified that when shares are repurchased in connection with a liquidity agreement, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

In accordance with the provisions of articles L. 225-206 *et seq*. and L. 22-10-62 *et seq*. of the French Commercial Code, the provisions of articles 241-1 to 241-7 of the General Regulations of the French Financial Market Authority (*Autorité des Marchés Financiers* or "**AMF**") and the provisions of European Regulation (EU) No. 596/2014 of April 16, 2014 on market abuse, the number of shares acquired by the Company with a view to their retention and subsequent remittance in payment or exchange in connection with an acquisition, merger, demerger or contribution, may not exceed 5 % of its share capital.

These transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

The authorization to be granted to the Board of Directors is subject to restrictions as regards the maximum price per share (€20), the maximum amount allocated to the buyback program (€50,000,000) and the number of shares that may be bought back (10% of the Company's share capital at the date of purchase).

This authorization would be given for a period of 18 months.

The 16th extraordinary resolution would, subject to the adoption of the 15th resolution, permit the Board of Directors to reduce the share capital by canceling treasury shares, up to a limit of 10% of the share capital per 24-month period.

This delegation of authority would be given for a period of 18 months.

V. AUTHORIZATIONS TO STRENGTHEN THE COMPANY'S SHAREHOLDERS' EQUITY

For the purpose of giving the Board of Directors the maximum degree of flexibility in its efforts to secure financing for the Company's business development over the coming year, we propose that you grant the following delegations of authority to strengthen the Company's equity and/or quasi-equity by issuing shares, equity securities giving access to other equity securities or entitling holders to the allotment of debt securities, or securities giving access to the Company's equity securities. And in order to increase the potential sources of financing available to the Company, whether internally via existing shareholders, or externally via the general public, qualified investors or a specific category of investors, you are hereby asked to either maintain your preferential subscription rights or to waive them in favor of qualified investors, a specific category of private investors or the general public, by means of a public offering.

The issue price determined under these authorizations would be set by the Board of Directors in accordance with applicable law and the terms and conditions set forth in the draft resolutions. The procedures, which may include periods for determining the price in relation to the stock market price, as well as any discounts applied thereto, shall be intended to give the Board of Directors flexibility in determining the issue price to the extent permitted by the applicable regulations, it being understood that the final determination of these procedures shall be subject to justification by the Board of Directors.

In accordance with the provisions of Article R. 225-113 of the French Commercial Code, we hereby inform you that the information relating to the Company's operations since the beginning of the current year, as well as the previous year, is included in the annual management report which will be submitted to you for the purpose of approving the Company's financial statements for the fiscal year ended June 30, 2023, and on which you will be asked to vote at this General Meeting.

17th resolution - Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities of the Company and/or any subsidiary, maintaining the preferential subscription right

In accordance with articles L. 225-129 *et seq*., and notably Articles L. 225-129-2 and L. 225-132, as well as the provisions of Articles L. 228-91, and in particular Article L. 228-93 *et seq*. and L. 22-10-49 *et seq*. of the French Commercial Code, you are hereby asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to increase the capital, on one or more occasions, issuing, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, by issuing shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to the equity securities of the Company which may be paid for either in cash or by offset against certain, due and payable claims or, in part by the capitalization of reserves, earnings or premiums;

specify as necessary that this delegation of authority expressly excludes the issuance of preferred shares and securities giving access to preferred shares;

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to decide upon the issuance of securities giving access to the capital of companies of which the Company directly or indirectly holds more than half the capital;

duly note that, in accordance with Article L. 228-93 of the French Commercial Code, the decision to issue securities giving access to the capital of companies in which the Company directly or indirectly owns more than half the capital shall require the approval of the extraordinary general meeting of the companies in question;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolve that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolve in the event of use by the Board of Directors of this delegation, that:

- shares issued will be reserved in priority for shareholders eligible on an irreducible basis (*à titre irréductible*) in proportion to the number of shares owned by them at that time;

- the Board of Directors may, in accordance with Article L. 225-133 of the French Commercial Code, grant subject to reduction (*à titre réductible*) those shares not subscribed to on an irreducible basis (*à titre irréductible*) to shareholders having subscribed to a greater number of shares to which they were entitled on a preferential basis, in proportion to their subscription rights and within the limit of their demand;

- in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions on an irreducible basis for new shares, and as the case may be, for excess shares subject to reduction, should fail to account for the entire issue, the Board of Directors may use the different options provided by law in the order series fit, including public offerings in France and/or other countries;

resolve that the issuance of warrants for shares of the Company may be executed by subscription offers, as well as by grants to owners of existing shares without consideration;

resolve that if warrants are granted without consideration, the Board of Directors will have the option of deciding that allotment rights forming fractional shares shall not be negotiable and that the corresponding security shall be sold;

duly note shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolve that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- set the amount of the issue(s) which may be executed on the basis of this delegation of authority, and determine in particular, the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities, in accordance with applicable laws and regulations;

- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;

- at its sole discretion, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase;

- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;

- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities; and

- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, fix their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, the fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

18th resolution - Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities, with the cancellation of the preferential subscription right, through a public offering and with an option to grant a priority right

in accordance with the provisions of Articles L. 225-129 *et seq*., L. 225-135 *et seq*. and the provisions of Articles L. 228-91 *et seq*. and L. 22-10-49 *et seq*. of the French Commercial Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to decide to issue securities, through a public offering (with the exception of public offerings covered by article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, in France or other countries, in proportions and at such times of its choosing, in euros or any other currency or the unit of account established by reference to several currencies, providing for the cancellation of the preferential subscription right, and an option to grant a priority right to shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company payable for in cash, including by offset against certain, due and payable claims or, in part, by the capitalization of reserves, earnings or premiums;

specify as necessary that this delegation of authority expressly excludes the issuance of preferred shares and securities giving access to preferred shares;

resolve that securities giving access to ordinary shares of the Company thus issued may consist of debt securities or be associated with the issuance of such securities, or enable the issue thereof as intermediate securities. These securities may or may not be subordinated (and in such case, the Board of Directors will set their subordination ranking), may or may not be for a limited term, and may be issued in euros or in a foreign currency, or in any other monetary units established by reference to several currencies;

specify that such shares and/or securities may be issued, in particular, in consideration for securities tendered to the Company in connection with a public exchange offer initiated by the Company in France or other countries, in accordance with local regulations, for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code;

resolve that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolve that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolve to cancel the preferential subscription rights of shareholders to securities which may be issued pursuant to this delegation of authority, without indicating the beneficiaries, it being however specified that the Board of Directors may confer upon shareholders, for all or part of the securities issued pursuant to this delegation of authority, a priority period for which it shall set the procedures and conditions of exercise, within the limits of the applicable legal and regulatory provisions, whereby this priority subscription period must be exercised in proportion to the number of shares held by each shareholder and shall not give rise to the creation of negotiable rights;

resolve that if applications for shares should fail to account for the entire issue, the board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided;
- freely allocate all or part of the offering not taken up to beneficiaries of its choice; and

offer to the public, on the French or international market, all or part of the securities not taken up;

duly note shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolve the issue price of the securities which may be issued pursuant to this delegation of authority will be determined by the Board of Directors as follows: any amount owed to the Company or to be owed to the Company for each of the shares that will be issued or created by subscription for shares, conversion, exchange, reimbursement, presentation of a warrant or any other means must at least equal the amount determined according to the regulation applicable on the issue date (to date the volume weighted average price of the Company's share for the three trading days preceding the beginning of the offering to the public within the meaning of regulation (UE) 2017/1129 of June 14, 2017, minus, as applicable, a maximum discount of 10%, in accordance with Article R. 21-10-32 of the French Commercial Code) subject to the exception provided for in the 22th resolution.

resolve that the offering(s), decided by virtue of this resolution, may be included, as part of the same issue or several issues carried out at the same time, with one or more offers covered by Article L. 411-2 of the French Monetary and Financial Code, decided in application of the 18th resolution;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- set the amount of the issue(s) which may be executed on the basis of this delegation of authority, and determine in particular, the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities, in accordance with applicable laws and regulations;

- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;

- at its sole discretion, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase;

- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;

- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,

- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company;

- provide for the ability to suspend the exercise of rights attached to the securities issued in accordance with legal and regulatory provisions;

- in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public tender offer with an exchange component (public exchange offer), establish a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid (without applying the above method for determining the price), and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public tender offer in compliance with the laws and regulations applicable to said public tender offer;

- and in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

19th resolution - Delegation of authority to the Board of Directors to issue debt securities giving access to the capital of subsidiaries of the Company and/or of any other company affiliated thereto (to be used outside periods of public offerings)

In accordance with the provisions of Articles L. 225-129 *et seq*. of the French Commercial Code, and notably Article L. 225-129-2 as well as the provisions of Articles L. 228-91 *et seq*. of said Code (notably Article L. 228-93), you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide to issue, on one or more occasions, in France or in other countries, in amounts and at such times it chooses, either in euros or in another currency, or in any other monetary unit established by reference to several currencies, debt securities giving access or likely to give access to equity securities to be issued by companies in which the Company holds directly or indirectly, at the issue date, whereby these securities may also give access to existing equity securities and/or entitle their holders to receive debt securities of the Company and/or companies in which the Company directly or indirectly holds more than half of the share capital at the issue date, and/or of any other company in which the Company does not directly or indirectly hold more than half of the share capital at the issue date, either by public offering, with the exception of the example referred to in Article L. 411-2 1° of the French Monetary and Financial Code, or as part of an offer governed by said Article.

resolve that the securities referred to in the first paragraph of this resolution may be subscribed for either in cash or by the offset of debt.

resolve that the maximum nominal amount of debt securities of the Company able to be issued under this authorization is €250,000,000 or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the maximum total amount for the issue of debt securities provided for in the 28th resolution of this General Meeting or, as the case may be, from the maximum total amount that may be provided for by any similar resolution that may supersede said resolution during the period of validity of this authorization;

duly note that, on condition that the necessary authorizations have been obtained from the company in question, the decision pursuant to this authorization to issue securities giving access to equity securities to be issued by any company in which the Company holds, directly or indirectly, more than half of the capital at the time of issue, will require the approval of the Extraordinary General Meeting of said company.

20th resolution - Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, by issuing shares, equity securities giving access to other equity securities or granting a right to the allotment of debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company related to the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code, reserved for a limited number of investors ("cercle restreint d'investisseurs"),

In accordance with the provisions of Articles L. 225-129 *et seq*., L. 225-12, L. 225-135, L. 225-136, L. 228-91 *et seq*. and L. 22-10-49 *et seq*.of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to decide to issue, by means of the offer(s) referred to in paragraph 1 of article L. 411-2 1° of the French Monetary and Financial Code), on one or more occasions, in France or other countries, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company which may be paid in cash and including by offset against certain, due and payable claims;

resolve that securities giving access to ordinary shares of the Company thus issued may consist of debt securities or be associated with the issuance of such securities, or enable the issue thereof as intermediate securities. These securities may or may not be subordinated (and in such case, the Board of Directors will set their subordination ranking), may or may not be for a limited term, and may be issued in euros or in a foreign currency, or in any other monetary units established by reference to several currencies;

resolve that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000, and that in any event, issues of equity securities carried out pursuant to this delegation of authority by means of an offering covered by article L. 411-2 1° of the French Monetary and Financial Code may not exceed the limits set forth by applicable law as of the date of the issue whereby this limit will be determined on the date of the Board of Directors' decision to use this delegation of authority (by way of indication, on the date of this General Meeting, the issue of equity securities through an offering covered by article L. 411-2 1° of the French Monetary and Financial Code is limited to 20% of the Company’s share capital per year); it being specified that these amounts may be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities giving access to the company's capital;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

resolve that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolve to cancel the shareholders’ preferential subscription right to the securities which may be issued in accordance with this authorization, without indicating the beneficiaries;

duly note shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders’ preferential subscription rights to the Company’s ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolve that the issue price of the shares and securities which may be issued pursuant to this delegation of authority will be set by the Board of Directors on condition that any amount owed or to be owed to the Company for each of the shares to be issued or created by subscription for shares, conversion, exchange, reimbursement, presentation of a warrant or any other means, must at least equal the amount determined according to the regulation applicable on the issue date (to date the volume weighted average price of the Company's share for the three trading days preceding the beginning of the offering to the public within the meaning of regulation (UE) 2017/1129 of June 14, 2017, minus, as applicable, a maximum discount of 10 %, in accordance with Article R. 21-10-32 of the French Commercial Code) subject to the exception provided for in the 21st resolution;

resolve that if applications for shares should fail to account for the entire issue, the board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided;
- freely allocate all or part of the offering not taken up to beneficiaries of its choice; and
- offer to the public, on the French or international market, all or part of the securities not taken up;

resolve that the offering(s), decided by virtue of this resolution, may be included, as part of the same issue or several issues carried out at the same time, with one or more public offers , decided in application of the 18th resolution;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- set the amount of the issue(s) which may be executed on the basis of this delegation of authority, and determine in particular, the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities, in accordance with applicable laws and regulations;

- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;

- at its sole discretion, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase;

- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;

- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,

- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company; and

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

21st resolution - Authorization to be granted in accordance with Article L. 22-10-52 paragraph 2 of the French Commercial Code to the Board of Directors to set the issue price of shares, securities in the form of equity securities giving access to other equity securities or entitlement to the allotment of debt securities and/or securities giving access to equity securities, canceling the preferential subscription rights within the framework of the delegation of authority covered by the 18th, 19th and 20th resolutions.

In accordance with the provisions of Article L. 22-10-52, paragraph 2 of the French Commercial Code, and within the limit of 10% of the share capital per year, determined on the date of the Board of Directors' decision and adjusted for the impact of corporate actions occurring after this decision, you are asked to:

authorize the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, to set the price for the issue of ordinary shares and/or securities giving access to the capital issued, after taking market opportunities into account, according to the following procedures: (i) the issue price for ordinary shares shall at least equal the volume-weighted average price (in the central order book and excluding off-market block trades) of the Company's share during a period of between five and thirty consecutive trading days during the 30 trading days preceding the date on which the price is set, potentially less a maximum discount of 20%, it being specified that (i) this price may not be less than the nominal value of a share of the Company on the issue date of the shares in question; (ii) the issue price of the securities giving access to the share capital shall be such that the amount received immediately by the Company, plus if applicable any amount to be received subsequently, will be for each share issued as a consequence of the issuance of such securities, at least equal to the issue price defined in the above paragraph;

duly note that the Board of Directors may apply this resolution within the framework of the above 18th, 19th and 20th resolutions;

resolve that the Board of Directors will be vested with all powers, with the power of sub-delegation, to implement this authorization under the terms provided for by the resolution on the basis of which the issue is decided;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose.

22nd resolution - Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of individuals

In accordance with the provisions of Articles L. 225-129 *et seq*., L. 225-135, L. 225-138, L. 228-91 *et seq*. and L. 22-10-49 *et seq*. of the French Commercial Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to carry out, on one or more occasions, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, capital increases by issuing shares without preferential subscription rights or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to the equity securities of the Company which may be paid for in cash, notably by offset against certain, due and payable claims upon subscription;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolve that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolve to cancel shareholders' preferential subscription rights to securities that may be issued in application of this authorization and to reserve the securities to be issued in application of this resolution to a list of beneficiaries selected by the Board of Directors, with the power of sub-delegation, from the following categories of beneficiaries:

- any company incorporated in France or in another country that, individually or jointly with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company’s consolidated revenues,

- all natural persons or legal entities, including companies, trusts or investment funds or other investment vehicles regardless of their form, established under French or foreign law, regularly investing in small cap or mid-cap growth companies (i.e. companies with market capitalizations not exceeding €1 billion) or having invested more than €2.5 million over a period of 36 months preceding the issue in question, in the technology sector,

- any qualified investor as defined by French or European regulations, as well as any individual or legal entity (including, without limitation, any investment fund or venture capital company, and in particular any FPCI, FCPI or FIP) investing on a regular basis in companies operating in the digital technology sector, or having invested more than €500,000 over the past 36 months;

- creditors, including where applicable any employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, holding liquid and payable claims on the Company who have expressed a desire to see their claim converted into Company securities and for whom the Board of Directors deems it appropriate to settle the relevant claim by offset against remittance of Company securities, and

- any person having the status, or whose principal shareholder has the status, of employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, at the date of issue of shares or securities granting access to the Company's share capital.

duly note shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation;.

resolve that if applications for shares should fail to account for the entire issue, the Board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided;
- freely allocate all or part of the offering not taken up to beneficiaries of its choice; and
- offer to the public, on the French or international market, all or part of the securities not taken up;

resolve that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- establish, within the category defined above, the list of beneficiaries who may subscribe for the securities issued and the number of securities granted to each, within the limits mentioned above;

- set the amount of the issue(s) which may be carried out pursuant to this delegation of authority, and notably determine the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities in accordance with the provisions of Articles L. 225-138-II of the French Commercial Code, whereby the issue price must at least equal the volume-weighted average price during the twenty (20) trading days preceding the date on which the price is set, reduced if appropriate by a maximum discount of 20%;

- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;

- at its sole discretion, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase;

- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;

- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,

- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company; and

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolve that this delegation of authority will be valid for a period of eighteen (18) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

23rd resolution - Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase giving access to the share capital of the Company, any subsidiary and/or any other company affiliated thereto, with or without preferential subscription rights

In accordance with the provisions of Articles L. 225-129-2, L. 225-135-1 and R. 225-118 of the French Commercial Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, the authority to increase the number of shares to be issued in the case of a capital increase of the Company, with or without preferential subscription rights, at the same price as that of the initial issue, within the time period and the limits provided for by regulations in force on the date of the issue (currently, within thirty days of the end of the subscription period and within the limit of 15 % of the initial offer and at the same price as the former), in particular with a view to granting an overallotment (greenshoe) option in accordance with market practices;

resolve that the nominal amount of capital increases decided by this resolution will be included within the overall ceiling provided for by the 28th resolution of this meeting;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

24th resolution - Delegation of authority to the Board of Directors to issue shares and securities giving access

to the capital of the Company, one of its subsidiaries and/or another company as consideration for contributions in kind

In accordance with the provisions of Articles L. 225-147, L. 228-91 *et seq*. and L. 22-10-49 *et seq*. and L. 22-10-53 of the French Commercial Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to proceed, on one or more occasions with capital increases by the issuance in, immediately and/or in the future, of (i) ordinary shares or (ii) securities (a) giving present or future access, through subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to shares of the Company or a company in which the Company directly or indirectly holds at least half the capital (b) conferring entitlement to the allotment of debt securities of the Company or a company in which the Company directly or indirectly holds, at the time of the issue, more than half the share capital, as consideration for payment of the contribution in kind granted to the Company and consisting of equity securities or securities giving access to the capital, when the provisions of article L. 22-10-54 of the French Commercial Code do not apply; it being specified that, to the above maximum nominal amount will be added, as applicable, the nominal value of shares to be issued to preserve, in compliance with the law and, where appropriate, applicable contractual provisions, the rights of holders of securities and other rights giving access to the capital;

duly note that, in accordance with the law, the shareholders will not be entitled to preferential subscription rights for the shares or securities issued pursuant to this delegation of authority;

duly note that this delegation of authority automatically constitutes a waiver by operation of law by shareholders of their preferential subscription rights to the shares to which they might be entitled by means of the securities issued under this delegation;

specify as necessary that this delegation of authority expressly excludes the issuance of preferred shares;

resolve that the maximum nominal amount of capital increases able to be carried out under this authorization may not exceed 10% of the Company's share capital (as existing on the date of the capital increase), with this percentage applying to the amount of capital adjusted to reflect any corporate actions carried out subsequent to this General Meeting;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolve that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

duly note that, in accordance with Article L. 228-93 of the French Commercial Code, the decision to issue securities giving access to the capital of companies in which the Company directly or indirectly owns more than half the capital shall require the approval of the extraordinary general meeting of the company in question;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- decide on the capital increase(s) to be carried out serve as consideration for the contributions to the Company and determine the shares and/or securities to be issued;

- establish the list of securities to be tendered and rule on the valuation of the contributions and finalize and sign the contribution agreement;

- set the terms and conditions of offerings and/or securities as consideration for the contributions, as well as, as applicable, the amount of any cash balance to be paid, approve the grant of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the consideration for a specific benefits;

- determine the characteristics of the shares and/or securities serving as consideration for the contributions; determine and make all adjustments in order to take into account the impact of corporate actions affecting the Company's capital or shareholders' equity and set all other procedures to ensure and set the procedures according to which, as applicable, the rights of holders of securities giving access to the capital or beneficiaries of subscription or purchase options or restricted free stock units (*attribution gratuite d'actions*) will be preserved;

- At its sole initiative, charge all costs incurred in connection with the capital increase to the corresponding share premium and appropriate therefrom the amounts necessary to fund the legal reserve;

- set the terms and conditions for the issue, record the completion of the capital increases, amend the articles of association in consequence, perform all necessary formalities; and

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

25th resolution - Delegation of authority to the Board of Directors for the purpose of issuing securities through a capital increase in the event of a public exchange offer initiated by the Company

In accordance with the provisions of Articles L. 225-129 *et seq*., L. 228-91 *et seq*. and L. 22-10-54 of the French Commercial Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to proceed with, on one or more occasions, capital increases by the issuance of shares and/or securities giving access by any means, immediately and/or in the future, to the Company's capital as consideration for securities tendered through a public exchange offer initiated by the Company in France or other countries, according to the local rules, for securities of another company admitted to trading in a regulated market covered by article L. 22-10-54 of the French Commercial Code;

duly note that, in accordance with the law, the shareholders will not be entitled to preferential subscription rights for the securities issued under this delegation of authority;

specify as necessary that this delegation of authority expressly excludes the issuance of preferred shares;

resolve that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolve that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

duly note shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolve that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolve that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- establish a list of securities tendered to the exchange as well as the form or characteristics of the shares or securities giving access to capital to be issued, with a without premium;

- set the conditions of the issue, the exchange ratio and, as applicable, the amount of the cash adjustment to be paid;

- determine the conditions of the issue in connection with, in particular a public exchange offer, an alternative tender bid or exchange offer as the primary offer, combined with a secondary public exchange offer or takeover bid;

- record the number of shares tendered in the exchange offer;

- set the date of record, which may be retroactive, of the shares or securities giving access to the capital to be issued, the procedures for their payment and, as applicable, the procedures for the exercise of rights of exchange, conversion, redemption or allotment of any other nature for equity securities or securities giving access to the share capital;

- Record under liabilities in the balance sheet under "additional paid-in capital" to which all shareholders will have rights, the difference between the issue price of ordinary new shares and their face value;

- make all adjustments required in accordance with applicable laws and regulations and, as applicable contractual provisions to protect the rights of the holders of securities giving access to the share capital of the Company;

- suspend, as applicable, the exercise of rights attached to these securities for a maximum period of three months;

- At its sole initiative, charge all costs incurred in connection with the capital increase to the corresponding share premium and appropriate therefrom the amounts necessary to fund the legal reserve;

- set the terms and conditions for the issue, record the completion of the capital increases, amend the articles of association in consequence, perform all necessary formalities; and

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolve that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly note that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

26th resolution - Authorization given to the Board of Directors to proceed with restricted free stock awards (attribution gratuite d'actions) granting existing shares and/or shares to be issued, entailing the waiver by shareholders of their preferential subscription right)

In accordance with the provisions of Articles L. 22-10-59 *et seq*. and L. 225-197-1 *et seq*. of the French Commercial Code, you are asked to:

authorize the Board of Directors to proceed with restricted free stock awards (*attribution gratuite d'actions*) granting existing shares and/or shares to be issued, on one or more occasions, in the proportions and at the times it shall determine, to employees or certain categories thereof it shall determine from among the Company's eligible employees and corporate officers and from among employees of companies affiliated with the Company within the meaning of Article L. 225-197-2 of the French Commercial Code;

resolve that the total number of existing shares or shares to be issued the grant of restricted free stock units under this authorization may not represent more than 10% of the Company's share capital on the date of the Board of Directors' to grant said units, with the proviso that this amount shall be included under the overall ceiling set in the 28th resolution;

resolve that the Board of Directors will set the criteria for these restricted free stock unit awards and determine the list or categories of beneficiaries as well as the number of restricted free stock units awarded to each within the above-mentioned limits, it being specified that the vesting of shares thus granted shall be subject to conditions of presence and performance set by the Board of Directors at the time of their grant. The conditions of performance must be serious and demanding and may be linked to criteria internal and/or external to the Company;

duly note that if any grants are made to the corporate officers referred to in Article L. 225-197-1 II, paragraphs 1 and 2 of the French Commercial Code, such grants must comply with the provisions of Article L. 22-10-60 of the French Commercial Code;

resolve that the restricted free stock units will be fully vested after a minimum period of one year, with, should the Board of Directors so decide, an obligation requiring the beneficiaries to hold the shares for an additional period. If the vesting period (*période d'acquisition*) decided by the Board of Directors is less than two years, then a holding period (*période de conservation*) for the shares shall be required so that the combined vesting and holding periods is not less than two years;

resolve that in the cases of disability of the beneficiary falling under the second and third categories provided for in Article L.341-4 of the French Social Security Code (*Code de la Sécurité Sociale*), or equivalent provisions in other countries, the shares may be definitively granted before the end of the vesting period and shall be freely transferable upon their delivery;

resolve, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, that this authorization automatically constitutes waiver by operation of law by the shareholders of their preferential subscription right to the shares that would be issued by virtue of this resolution in favor of the beneficiaries;

resolve to authorize the Board of Directors to take any measures it deems appropriate to protect the rights of beneficiaries of restricted free stock units during the vesting period; and

duly note that in the event of an award of restricted free stock units from new shares, this authorization will entail, as said shares are fully vested, a capital increase by capitalizing reserves, profits or issue premiums for the benefit of the beneficiaries of said shares and a corresponding waiver by shareholders in favor of the beneficiaries of said shares of their preferential subscription rights to said shares.

It is also proposed that you grant full powers to the Board of Directors, with the power of sub-delegation in accordance with applicable laws and regulations, to implement this authorization, in accordance with the conditions described above and within the limits authorized by the laws in force, and in particular to:

- determine whether the restricted free stock units granted represent shares to be issued and/or existing shares, and to modify its choice before the definitive allotment of said shares;

- determine the identity of the beneficiaries and a number of shares granted to each;

- set and, if necessary, modify the conditions of performance and the criteria and conditions for the granting of shares, in particular the length of the vesting period and the length of the holding period, as applicable;

- provide, as applicable, for the possibility of deferring the dates for the definitive allotment of the shares;

- provide for the possibility of temporarily suspending allotment rights;

- record date vesting dates and the dates from which the shares may be freely transferred;

- make any adjustments to the number of restricted free stock units granted during the vesting period that may be necessary to preserve the rights of beneficiaries, it being specified that shares granted in application of these adjustments will be deemed to have been granted on the same day as the shares initially granted;

- in the event of the issue of new shares, deduct, where appropriate, from the reserves, profits or issue premiums, the sums required to pay up the shares, to record the completion of the capital increases carried out pursuant to this authorization, and make the corresponding amendments to the articles of association;

- take all useful measures and conclude all agreements to properly complete the proposed issues; and more generally,

- carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this resolution and do all that is useful and necessary under the laws and regulations in force.

This authorization would be granted for a period that may not exceed thirty-eight (38) months from the date of this General Meeting.

27th resolution - Authorization given to the Board of Directors to proceed with one or more stock option grants to employees and/or officers of the Company and affiliated companies, entailing the waiver by shareholders of their preferential subscription rights to shares to be issued on the exercise of the options

In accordance with the provisions of Articles L. 225-129 *et seq*., L. 225-177 to 225-186-1 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code, you are asked to:

- **authorize** the Board of Directors, for a period of thirty-eight (38) months, to grant options giving a right to subscribe for new ordinary shares in the Company, representing, to the fullest extent authorized under applicable regulations, up to ten percent (10%) of the Company's share capital, to employees and/or corporate officers of the Company and/or related companies under the conditions set out in Article L. 225-180 of the French Commercial Code;

- **resolves** that the subscription price for the Company's shares will be the higher of (i) one hundred percent (100%) of the weighted average trading price of the Company's shares over the twenty (20) trading days preceding the date on which the options are granted on Euronext Paris, and (ii) one hundred percent (100%) of the average closing price of the Company's shares on Euronext Paris over the twenty (20) trading days preceding the date on which the options are granted, less a discount, if any, within the limits authorized by the applicable regulation;

- **duly note** that this authorization entails the express waiver by shareholders of their preferential subscription rights in favor of the beneficiaries of the stock options;

- **confer** full powers to the Board of Directors to determine the terms and conditions for granting and exercising options, establish the list of beneficiaries, record the completion of the capital increases and perform all necessary formalities;

- **resolve** that the nominal amount of capital increases able to be carried out under this authorization will be included within the overall ceiling for capital increases provided for under the 28th resolution.

28th resolution - Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted

You are asked to decide that:

- the maximum nominal amount of capital increases that may be carried out pursuant to this delegations of authority granted under the terms of the under the 17th to 20th, 22nd to 24rd, 26th and 29th resolutions is set at €50,000,000 (or the equivalent thereof in another currency), whereby to this maximum amount will be added, as applicable, the additional amount of shares to be issued in order to preserve, in compliance with the law and, where appropriate, applicable contractual provisions, the rights of holders of securities and other rights giving access to the capital;

- the maximum nominal amount of debt securities that may be issued by virtue of these delegations of authority granted above under the terms of the 17th to the 20th and the 22th to the 24th resolutions and the 25th resolution is €250,000,000 (or the equivalent value of such amount in the event of issue in another currency).

29th resolution - Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to the capital, reserved for participants in a company stock ownership plan, with cancellation of preferential subscription rights in favor of the latter

In accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 22-10-49 *et seq*. of the French Commercial Code, and Articles L. 3332-18 to L. 3332-24 of the French Labor Code, you are asked to:

delegate to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to decide and carry out, at its sole discretion, in the proportions and at the times it sees fit, one or more share capital increases by issuing, for valuable or no consideration, ordinary shares and securities granting access, immediately or in the future, to the Company's share capital, up to a maximum of 1% of the outstanding share capital at the date of the Board of Directors' meeting deciding the issue, with the proviso that this amount shall be included under the overall ceiling set in the 28th resolution presented above, it being further stipulated that this resolution may be used to implement leveraged schemes;

resolve that the beneficiaries of the share capital increases referred to in this delegation will be participants in a company or group savings plan set up by the Company or French and non-French companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and that satisfy, in addition, any conditions set by the Board of Directors;

resolve that subscriptions may be paid for in cash, notably by offset against liquid and due claims or by capitalization of reserves, profits and share premiums in the event of the grant of restricted free share units (*attribution gratuite d'actions*) or other securities granting access to the share capital in respect of the discount and/or employer contribution;

resolve to cancel in favor of the aforementioned beneficiaries, shareholders' preferential subscription rights to the shares and securities to be issued pursuant to this resolution;

duly note, as necessary, that this delegation automatically entails the waiver by shareholders, in favor of holders of securities granting access to the Company's share capital issued pursuant to this resolution, of their preferential subscription rights to the shares to which these securities will grant entitlement;

resolve that the Board of Directors may grant to the above beneficiaries, in accordance with Article L. 3332-21 of the French Labor Code, free shares or securities granting access, immediately or in the future, to the Company's share capital, in respect of the employer contribution potentially payable under the savings plans' rules or in respect of the discount, provided that the inclusion of the pecuniary equivalent, valued at the subscription price, does not lead to legal or regulatory limits being exceeded and with the stipulation that shareholders waive their rights to the shares and securities, including to the portion of reserves, profits and share premiums (or other amounts that may be capitalized) capitalized in this context;

resolve that:

- in the case of a capital increase for consideration, the subscription price of shares may not exceed the average listed price over the twenty (20) trading days preceding the Board of Directors' decision setting the subscription opening date, nor be lower than this average by more than 30 %, in accordance with Article L. 3332-19 of the French Labor Code,

- the features of the issues of other securities conferring access to the Company's capital shall be decided by the Board of Directors in accordance with requirements prescribed by regulation,

- the Board of Directors will have full powers, with the power of sub-delegation to the extent authorized by law and the articles of association, to implement this delegation, and notably for the purpose of, but not limited to:
  - deciding and setting the terms of issue and the free grant of shares or securities granting access to the share capital, in application of the authorization conferred above, as well as, where applicable, postponing the issue or free grant;
  - setting the terms, conditions and methods, including the dates, of issues;
  - determine the conditions, and in particular the length of service to qualify as beneficiaries of the capital increases;
  - determining the number and characteristics of securities that will be issued pursuant to this resolution;
  - setting the date of record for entitlement to dividends, that may be retroactive, of securities issued pursuant to this resolution;
  - setting the terms whereby the Company may, where applicable, buy back or exchange the securities issued pursuant to this resolution;
  - suspending, where applicable, the exercise of the right to receive shares of the Company attached to securities in accordance with prevailing regulations;
  - setting the terms pursuant to which, where applicable, the rights of holders of securities will be preserved in accordance with prevailing regulations and the terms and conditions of said securities;
  - amending, where applicable, the terms and conditions of the securities issued pursuant to this regulation, during the life of the relevant securities and in accordance with applicable formalities;
  - making all deductions and offsets against issue premiums, including share issue costs; and, more broadly, taking all useful measures, entering into all agreements, obtaining all authorizations, performing all formalities and doing everything necessary to ensure the completion or postponement of the proposed transactions and notably recording the completion of the share capital increase or increases resulting immediately or in the future from issues performed pursuant to this delegation, amending the articles of association accordingly and seeking the admission to trading of the securities issued pursuant to this resolution wherever it sees fit.

resolve that this delegation of authority is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Meeting;

duly note that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose.

VI. GOVERNANCE

30th resolution - Modification of Article 14 (Organization of the Board) of the Company's Articles of Association with a view to raising the age limit for the Chair of the Board of Directors to seventy-five (75)

To allow the Company to retain its ability to appoint a Chair of the Board of Directors with extensive experience, in accordance with the provisions of Articles L.229-7 and L.225-48 of the French Commercial Code, you are asked to amend the fourth paragraph of Article 14 of the Company's Articles of Association, "*Organization of the Board*", as follows, to raise the age limit of the office of Chair of the Board of Directors to seventy-five (75) years:

"*The Chairman of the Board of Directors shall not be older than* ***seventy-five (75***) years of age. *If the Chair exceeds this age, he or she shall automatically be considered to have resigned. However, the Chair's term of office shall be extended until the next meeting of the Board of Directors, at which time a new Chair will be appointed in accordance with the conditions set out in this Article..* "

31st resolution - Modification of Article 12.2 (Age limit - Term of office) of the Company's Articles of Association to limit the term of office of Directors to four (4) years

To allow the Company to comply with best governance practices in this area, in accordance with the provisions of Articles L.229-7, L.225-19 and L.225-23 of the French Commercial Code, you are asked to amend the second paragraph of Article 12.2 of the Company's Articles of Association, "*Age limit - Term of office*" as follows, in order to limit the term of office of Directors to four (4) years:

"*Directors are appointed for a term of* ***four (4)*** *years, expiring at the end of the Ordinary General Meeting of the shareholders held to approve the financial statements for the fiscal year ended and held in the year during which their term expires..* "

32nd resolution - Renewal of Pierre Cesarini's term of office as Director

Subject and pursuant to the adoption of the 31st resolution, we propose that you renew Pierre Cesarini's term of office as Director for the period provided for in the Articles of Association, i.e. four (4) years, expiring at the close of the ordinary general meeting to be called in 2027 to approve the financial statements for the fiscal year ending June 30, 2027.

33rd resolution - Renewal of Roger Bloxberg's term of office as Director

Subject and pursuant to the adoption of the 31st resolution, we propose that you renew Roger Bloxberg's term of office as Director for the period provided for in the Articles of Association, i.e. four (4) years, expiring at the close of the ordinary general meeting to be called in 2027 to approve the financial statements for the fiscal year ending June 30, 2027.

VII. RESOLUTIONS REQUESTED by a shareholder and approved as to their principle by the Board of Directors

34th resolution - Appointment of Marc Goldberg as Director

The inclusion of this resolution concerning the appointment of Marc Goldberg was requested by the shareholder listed below by letter, a copy of which is included in **Appendix 2** of this report:

Lafayette Investment Holdings LLC
157 Church Street, 12th floor
New Haven
Connecticut 06510
United States of America

> ***"[X] RESOLUTION*** *(Appointment of Marc Goldberg as a Director for a term of six years in the event the thirtieth resolution is not adopted) –*
>
> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*

> ***resolves**, in the event the thirtieth resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is not adopted, to appoint Marc Goldberg as Director for the term provided for under the Articles of Association, i.e. six years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the financial statements for the year ending June 30, 2029. "*

On November 7, 2023, the Board of Directors approved the principle of this resolution, notably on the grounds that Marc Goldberg's candidacy had already been approved by the Board of Directors. On that basis and pursuant to the agreement of the shareholder in question, the Board of Directors proposed that this resolution be modified in order to render it effective irrespective of the outcome of the shareholders' vote on the 31st resolution above relating to the terms of office of the Company's directors under its Articles of Association.

On that basis, the appointment of Marc Goldberg as Director is proposed:

- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is adopted, for the term provided for by the Articles of Association, i.e. four (4) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027, or

- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is not adopted, for the term provided for by the Articles of Association, i.e. six (6) years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the financial statements for the year ending June 30, 2029.

35th resolution - Appointment of Michele Anderson as Director

The inclusion of two resolutions concerning the appointment of Michele Anderson was requested by the shareholder listed below, a copy of which is included in **Appendix 2** of this report:

Lafayette Investment Holdings LLC
157 Church Street, 12th floor
New Haven
Connecticut 06510
United States of America

> ***"[X] RESOLUTION** (Appointment of Michele Anderson as an Independent Director) -*
>
> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*
>
> ***resolves** to appoint Michele Anderson as director for the term of office provided for in the Articles of Association of four years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027."*

> ***"[X] RESOLUTION** (Appointment of Michele Anderson as an Independent Director for a term of six years in the event the thirtieth resolution is not adopted) –*
>
> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*

> ***resolves**, in the event the thirtieth resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is not adopted, to appoint Michele Anderson as an Independent Director for the term provided for by the Articles of Association, i.e. six years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the financial statements for the year ending June 30, 2029. "*

On November 7, 2023, the Board of Directors approved these resolutions in principle, on the grounds that, in addition to contributing her extensive experience and relevant skills, particularly in relation to the Group's activities in Canada and the United States, the appointment presented in her request to include additional resolutions will also help to increase the proportion of independent directors on the Board, as well as gender parity. On that basis, and pursuant to the agreement of the shareholder in question, the Board of Directors proposed to combine these two resolutions into one in order to render them effective irrespective of the outcome of the shareholders' vote on the preceding 31st resolution regarding the term of office for Company directors provided for under the Company's Articles of Association.

On that basis, the appointment of Michele Anderson as Director is proposed:

- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is adopted, for the term provided for by the Articles of Association, i.e. four (4) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027, <u>or</u>

- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is not adopted, for the term provided for by the Articles of Association, i.e. six (6) years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the financial statements for the year ending June 30, 2029.

VIII. RESOLUTIONS REQUESTED by certain shareholders and not approved by the Board of Directors

- **RESOLUTION A. - Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of individuals**

It should be noted that this resolution, entitled Resolution "**A**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **<u>Appendix 1</u>** to this report (see "*Draft Resolution I*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5 *Represented by*
Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

> ***"Draft Resolution I.** (Delegation of authority to the Board of Directors to increase the*

share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of individuals)

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

after considering the(i) Board of Directors' report and (ii) the statutory auditors' special report,

in accordance with Articles L. 225-129 et seq., L. 225-135, L. 225-138, L. 228-91 et seq. and L. 22-10-49 et seq. of the French Commercial Code,

***delegates** to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to carry out, on one or more occasions, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, capital increases by issuing shares without preferential subscription rights or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to the equity securities of the Company which may be paid for either in cash or notably by offset against certain, due and payable claims upon subscription;*

***resolves** that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €22,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:*

- *the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 27th resolution;*

- *this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;*

***resolves** that the maximum nominal amount of debt securities which may be issued, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the overall ceiling provided for under the 27th resolution;*

***resolves** to cancel shareholders' preferential subscription rights to securities that may be issued in application of this authorization and to reserve the securities to be issued in application of this resolution to a list of beneficiaries selected by the Board of Directors, with the power of sub-delegation, from the following categories of beneficiaries:*

- *any company incorporated in France or in another country that, individually or jointly with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company's consolidated revenues,*
- *all natural persons or legal entities, including companies, trusts or investment funds or other investment vehicles regardless of their form, established under French or foreign law, regularly investing in small cap or mid-cap growth companies (i.e. companies with market capitalizations not exceeding €1 billion) or having invested more than €2.5 million over a period of 36 months preceding the issue in question, in*

the technology sector,

- *any qualified investor as defined by French or European regulations, as well as any individual or legal entity (including, without limitation, any investment fund or venture capital company, and in particular any FPCI, FCPI or FIP) investing on a regular basis in companies operating in the digital technology sector, or having invested more than €500,000 over the past 36 months;*

duly notes *shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.*

resolves *that if applications for shares should fail to account for the entire issue, the Board of Directors may make use, in the order of its choice, of one of the following options:*

- *limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided,*
- *freely allocate all or part of the offering not taken up to beneficiaries of its choice, and*
- *offer to the public, on the French or international market, all or part of the securities not taken up;*
- ***resolves*** *that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;*

resolves *that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:*

- *establish, within the category defined above, the list of beneficiaries who may subscribe for the securities issued and the number of securities granted to each, within the limits mentioned above;*
- *set the amount of the issue(s) which may be carried out pursuant to this delegation of authority, and notably determine the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities in accordance with the provisions of Articles L. 225-138-II of the French Commercial Code, whereby the issue price must at least equal the volume-weighted average price during the twenty (20) trading days preceding the date on which the price is set, reduced if appropriate by a maximum discount of 20%;*
- *set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;*
- *receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;*
- *at its sole discretion, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase,*
- *enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;*
- *set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units*

(attribution gratuite d'actions or free shares), a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,

- *furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company; and*
- *and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;*

***resolves** that this delegation of authority will be valid for a period of eighteen (18) months as from the date of this general meeting;*

***duly notes** that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;*

***duly notes** that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein. "*

On November 7, 2023, the Board of Directors voted to reject this resolution on the grounds that the shareholders requesting this new resolution were seeking to justify the removal of two categories of beneficiaries from such capital increases, without providing any justification as to how such removal would serve to protect the Company's interests. The Board of Directors considers that eliminating two categories of beneficiaries would, on the contrary likely limit the potential uses of the delegation of authority, and in so doing restrict the flexibility of the Company in the event of a capital increase of this kind.

- **RESOLUTION B. - Introduction of the "one share, one vote" principle in accordance with the option provided for in Article L. 22-10-46 of the French Commercial Code (Code de commerce) and corresponding amendment to Article 11.1 of the Company's Articles of Association**

It should be noted that this resolution, entitled Resolution "**B**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this report (see "*Draft Resolution A*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 rue Radisson
Dollard-des-Ormeaux , Quebec, Canada, H9A3K6
Represented by Daniel Assouline

***"Draft Resolution A** (Introduction of the "one share, one vote" principle in accordance* *with the option provided for in Article L. 22-10-46 of the French Commercial Code (Code de commerce) and corresponding amendment to Article 11.1 of the Company's Articles of Association)*

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

***resolves** to exercise the option provided for in Article L. 22-10-46 of the French Commercial Code to cancel the double voting rights attached (i) to fully paid-up shares registered in the name of the same shareholder for two years, and (ii) as well as to registered share freely allotted in accordance with the second paragraph of Article L. 225-123 of the French Commercial Code, and accordingly;*

***resolves** to eliminate the second and third paragraphs of Article 11.1 of the Company's Articles of Association to be replaced by a new paragraph worded as follows:*

"In accordance with Article L. 22-10-46 of the French Commercial Code, no double voting rights are granted."

***duly notes**, as a consequence of this resolution and subject to its approval, the elimination of double voting rights attached to (i) fully paid-up shares in the Company registered in the name of the same shareholder for at least two years, and (ii) registered shares freely allotted in accordance with the second paragraph of Article L. 225-123 of the French Commercial Code. "*

On November 7, 2023, the Board of Directors voted to reject this resolution on the grounds that like many listed companies, Claranova wishes to reward the loyalty of its shareholders holding shares on a long-term basis in registered form by granting double voting rights, in accordance with the legal provisions in force. Eliminating double voting rights would penalize shareholders for continuing to support the Company and go against the policy of promoting loyalty that Claranova has consistently pursued for a number of years.

- **RESOLUTION C. - Termination of Pierre Cesarini's appointment as member of Claranova's Board of Directors**

It should be noted that this resolution, entitled Resolution "C" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this report (see "*Draft Resolution B*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

*"**Draft Resolution B** (Termination of Pierre Cesarini's appointment as member of Claranova's Board of Directors)*

> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*
>
> ***resolves** to terminate the appointment of Pierre Cesarini as a member of Claranova's Board of Directors with immediate effect. "*

On November 7, 2023, the Board of Directors voted to reject this resolution on the grounds that the argument of the corporate governance invoked by the shareholders in favor of this resolution was unjustified, insofar as the composition of the Company's Board of Directors already complies with legal requirements and the recommendations of the Middlenext Code concerning the percentage of independent directors. Furthermore, the Board of Directors considered that, given Pierre Cesarini's significant experience and knowledge of the Group, he should remain on the Board.

- **RESOLUTION D. - Termination of Roger Bloxberg's appointment as member of Claranova's Board of Directors**

It should be noted that this resolution, entitled Resolution "**C**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **<u>Appendix 1</u>** to this report (see "*Draft Resolution C*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

> *"**Draft Resolution C** (Termination of Roger Bloxberg's appointment as member of Claranova's Board of Directors)*
>
> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*
>
> ***resolves** to terminate the appointment of Roger Bloxberg as a member of Claranova's Board of Directors with immediate effect. "*

On November 7, 2023, the Board of Directors voted to reject this resolution on the grounds that the argument of the corporate governance invoked by the shareholders in favor of this resolution was unjustified, insofar as the composition of the Company's Board of Directors already complies with legal requirements and the recommendations of the Middlenext Code concerning the percentage of independent directors. Furthermore, the Board of Directors considered that, given Roger Bloxberg's significant experience and knowledge of the Group, he should remain on the Board.

- **RESOLUTION E. - Termination of Viviane Chaine-Ribeiro's appointment as member of Claranova's Board of Directors**

It should be noted that this resolution, entitled Resolution "**E**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **<u>Appendix 1</u>** to this report (see

"*Draft Resolution D*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun
6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

> ***"Draft Resolution D** (Termination of Viviane Chaine-Ribeiro's appointment as member of Claranova's Board of Directors)*
>
> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*
>
> ***resolves** to terminate the appointment of Viviane Chaine-Ribeiro as a member of Claranova's Board of Directors with immediate effect. "*

On November 7, 2023, the Board of Directors voted to reject this resolution on the grounds that the argument of the corporate governance invoked by the shareholders in favor of this resolution was unjustified, insofar as the composition of the Company's Board of Directors already complies with legal requirements and the recommendations of the Middlenext Code concerning the percentage of independent directors. The Board's decision was also motivated by Viviane Chaine-Ribeiro's experience, skills and degree of involvement in the Board's activities.

- **RESOLUTION F. - Appointment of Michael Dadoun as Director**

It should be noted that this resolution, entitled Resolution "**F**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this report (see "*Draft Resolution E*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

> ***"Draft Resolution E** (Appointment of Michael Dadoun as Director)*

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

***resolves** to appoint Michael Dadoun, 174 chemin Edgehill, Westmount, Montreal, QC H3Y1E9, 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 fiscal year ending 30 June 2029. "*

On November 7, 2023, the Board of Directors voted to reject this resolution in light connection between the proposed appointee and past and current legal proceedings initiated by the shareholders who requested that this draft resolution be placed on the agenda.

- **RESOLUTION G. -Appointment of Daniel Assouline as a Non-Voting Member (Observer) of the Board of Directors**

It should be noted that this resolution, entitled Resolution "**G**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this report (see "*Draft Resolution F*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

***"Draft Resolution F.** (Appointment of Daniel Assouline as a Non-Voting Member (Observer) of the Board of Directors)*

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

***resolves** to appoint Daniel Assouline, residing at 22 Radisson Dollard-des-Ormeaux, Quebec H9A3K6, as a Non-Voting Member (Observer) 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 fiscal year ending 30 June 2029. "*

On November 7, 2023, the Board of Directors voted to reject this resolution in light connection between the proposed appointee and past and current legal proceedings initiated by the shareholders who requested that this draft resolution be placed on the agenda.

- **RESOLUTION H. - Appointment of Cyrille Crocquevieille as Director**

It should be noted that this resolution, entitled Resolution "**H**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this report (see

"*Draft Resolution G*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

> ***"Draft Resolution G** (Appointment of Cyrille Crocquevieille as Director)*
>
> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*
>
> ***resolves** to appoint Cyrille Crocquevieille, residing at 35B Route de Creully, 14610 Cairon (France), 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 fiscal year ending 30 June 2029."*

On November 7, 2023, the Board of Directors, while thanking Mr. Cyrille Crocquevieille for his contribution to shareholder dialogue, decided not to approve this resolution, considering that he did not possess the relevant background and skills required to exercise the functions of director of a listed international technology group such as the Company.

- **RESOLUTION J. - Appointment of a new Independent Director**

It should be noted that this resolution, entitled Resolution "**J**" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this report (see "*Draft Resolution H*" of said letter):

THE DADOUN FAMILY TRUST
174 Edgehill Road, Westmount,
Quebec, Canada, H3Y1E9
Represented by Mr. Michael Dadoun

6673279 CANADA INC.
3650-1000 de la Gauchetière Street
Montreal, Quebec, Canada, H3B4W5
Represented by Mr. Michael Dadoun

10422339 CANADA INC.
22 Radisson Street Dollard-des-Ormeaux
Quebec, Canada, H9A3K6
Represented by Daniel Assouline

> ***Draft Resolution H** (Appointment of a new Independent Director)*

> *The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,*
>
> ***resolves*** *to appoint Arnaud Marion, residing at 90 avenue du Lt Colonel Bernier, 17000 La Rochelle (France), 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 fiscal year ending 30 June 2029. "*

On November 7, 2023, the Board of Directors voted to reject this resolution despite the quality of the profile of Mr. Arnaud Marion whose appointment is proposed by this resolution, in light of the requests of certain shareholders to increase the number of independent directors, preference was given by the Board to the appointment proposed above in the 35th resolution of Michele Anderson (approved by the Board of Directors) whose profile and experience was considered better adapted to the Group's activities in the Americas and Canada.

* *
*

Finally, the 36th resolution concerns the powers to be granted to carry out formalities subsequent to the General Meeting, in particular filing and publication formalities.

The Board of Directors invites you to adopt the resolutions approved by it on November 7, 2023 and to reject the resolutions not approved by the Board.

Board of Directors

Appendix 1

THE DADOUN FAMILY TRUST
174 chemin Edgehill, Westmount,
Québec, Canada, H3Y1E9
Représenté par M. Michael Dadoun

6673279 CANADA INC.
3650-1000, rue de la Gauchetière
Montréal, Québec, Canada, H3B4W5
Représentée par M. Michael Dadoun

10422339 CANADA INC.
22 rue Radisson Dollard-des-Ormeaux
Québec, Canada, H9A3K6
Représentée par M. Daniel Assouline

CLARANOVA SE
2 Rue Berthelot CS 80141 Immeuble Adamas
92414 Courbevoie Cedex

A l'attention de M. Pierre Cesarini, Président du Conseil d'Administration

Par courriels : [redacted]

Montréal, le 3 novembre 2023

<u>OBJET</u> :DEMANDE D'INSCRIPTION DE PROJETS DE RÉSOLUTIONS À L'ORDRE DU JOUR DE L'ASSEMBLÉE GÉNÉRALE DU 29 NOVEMBRE 2023 À 15H – ARTICLES L. 225-105 ET R. 225-71 DU CODE DE COMMERCE

Monsieur le Président du Conseil d'administration,

1. Nous prenons attache avec vous en notre qualité d'actionnaires de la société Claranova (ci-après « ***Claranova*** » ou la « ***Société*** »), dont nous détenons ensemble 6,99% du capital répartis de la manière suivante :

- **The Dadoun Family Trust**, qui détient 1.214.912 actions représentant 2,12% du capital de la Société ;

- la société **6673279 Canada Inc**. qui détient 86.801 actions, représentant 0,15% du capital de la Société ; et

- la société **10422339 Canada Inc.**, qui détient 2.694.598 actions, représentant 4,71% du capital de la Société.

2. Le concert que nous formons avec M. Eric Gareau détient un total de 4.100.000 actions représentant 7,17% du capital de la Société.

3. Nous avons bien reçu la convocation à l'assemblée générale des actionnaires de la Société qui doit se tenir le 29 novembre 2023 à 15h au Business Center Tour Egée, 9-11 allée de l'Arche, 92400 Courbevoie (ci-après l' « ***Assemblée Générale*** »).

4. En application des articles L. 225-105 et R. 225-71 du Code de commerce, nous vous prions de bien vouloir trouver, annexés au présent courrier, les projets de résolutions dont nous sollicitons l'inscription à l'ordre du jour de l'Assemblée Générale.

5. Nous joignons également les attestations d'inscriptions en compte de nos actions.

6. Nous vous prions d'agréer, Monsieur le Président du Conseil d'administration, l'expression de nos salutations distinguées.

The Dadoun Family Trust *Représenté par M. Michael Dadoun*	**6673279 Canada Inc.** *Représentée par M. Michael Dadoun*

Daniel Assouline

10422339 Canada Inc.
Représentée par M. Daniel Assouline

P.J. : Attestations d'inscription en compte de :

- *The Dadoun Family Trust*
- *6673279 Canada Inc.*
- *10422339 Canada Inc.*

PROJETS DE RESOLUTIONS DONT L'INSCRIPTION A l'ORDRE DU JOUR DE L'ASSEMBLEE GENERALE DU 29 NOVEMBRE 2023 EST SOLLICITEE

Articles L. 225-105 et R. 225-71 du Code de commerce

Monsieur le Président du Conseil d'administration,

Vous trouverez ci-dessous les projets de résolutions dont nous sollicitons l'inscription à l'ordre du jour de l'assemblée générale des actionnaires de Claranova qui doit se tenir le 29 novembre 2023 à 15h au Business Center Tour Egée, 9-11 allée de l'Arche, 92400 Courbevoie.

Nous vous rappelons que le Conseil d'administration est tenu de se réunir en amont de l'assemblée générale pour agréer ou ne pas agréer ces projets de résolutions.

Nous vous prions d'agréer, Monsieur le Président du Conseil d'administration, nos salutations distinguées.

The Dadoun Family Trust

6673279 Canada Inc.

10422339 Canada Inc.

*　　　*

*

PROJET DE RESOLUTION A – **<u>Instauration du principe « une action, une voix » et suppression des droits de vote double</u>**

- <u>Texte du projet de résolution</u>

Résolution A *(Instauration du principe « une action, une voix » conformément à la faculté prévue par l'article L. 22-10-46 du Code de commerce et modification corrélative de l'article 11.1 des statuts de la Société).*

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales extraordinaires,

décide de faire usage de la faculté prévue à l'article L. 22-10-46 du Code de commerce pour supprimer les droits de vote double conférés (i) aux actions entièrement libérées pour lesquelles il est justifié d'une inscription nominative depuis deux ans au nom d'un même détenteur, ainsi (ii) qu'aux actions nominatives attribuées gratuitement en application du deuxième alinéa de l'article L. 225-123 du Code de commerce, et en conséquence ;

décide de supprimer les deuxième et troisième alinéas de l'article 11.1 des statuts de la Société, puis de les remplacer par un nouvel alinéa rédigé de la manières suivante :

> « *Conformément à la faculté offerte par l'article L. 22-10-46 du Code de commerce, il n'est attribué aucun droit de vote double.* »

prend acte, en conséquence de la présente résolution et sous réserve de son approbation, de la suppression des droits de vote double attachés (i) aux actions de la Société entièrement libérées pour lesquelles il est justifié d'une inscription nominative depuis au moins deux ans au nom du même actionnaire, ainsi (ii) qu'aux actions nominatives attribuées gratuitement en application du deuxième alinéa de l'article L. 225-123 du Code de commerce.

· <u>Exposé des motifs</u>

La suppression des droits de vote double est proposée aux actionnaires afin d'assurer la protection des actionnaires minoritaires en limitant le poids susceptible d'être exprimé en assemblée générale par des actionnaires significatifs et de rétablir le principe de bonne gouvernance « une action, une voix ».

Cette suppression des droits de vote double suppose que les statuts de la Société soient modifiés. Les deuxième et troisième alinéa de l'article 11.1 seraient supprimés puis remplacés par un nouvel alinéa rédigé ainsi :

Version actuelle de l'article 11.1 des statuts de la Société	**Nouvelle version de l'article 11.1 des statuts de la Société**
« 11.1. Chaque action donne droit dans les bénéfices, l'actif social et le boni de liquidation à une part proportionnelle à la quotité de capital qu'elle représente et chaque action donne droit à une voix. *Elle donne en outre le droit au vote et à la représentation dans les assemblées générales, ainsi que le droit d'être informé sur la marche de la Société et d'obtenir communication de certains documents sociaux aux époques et dans les conditions prévues par la Loi et les statuts.* *Conformément à l'article L. 225-123, alinéa 3 du Code de commerce, un droit de vote double de celui conféré aux autres actions, eu égard à la quotité du capital qu'elles représentent, est conféré de droit :* *- à toutes les actions entièrement libérées pour lesquelles il sera justifié d'une inscription nominative depuis deux ans au moins au nom du même actionnaire ;*	*« 11.1. Chaque action donne droit dans les bénéfices, l'actif social et le boni de liquidation à une part proportionnelle à la quotité de capital qu'elle représente et chaque action donne droit à une voix.* *Elle donne en outre le droit au vote et à la représentation dans les assemblées générales, ainsi que le droit d'être informé sur la marche de la Société et d'obtenir communication de certains documents sociaux aux époques et dans les conditions prévues par la Loi et les statuts.* ~~***Conformément à l'article L. 225-123, alinéa 3 du Code de commerce, un droit de vote double de celui conféré aux autres actions, eu égard à la quotité du capital qu'elles représentent, est conféré de droit :***~~ ~~***- à toutes les actions entièrement libérées pour lesquelles il sera justifié d'une inscription nominative depuis deux ans au moins au nom du même actionnaire ;***~~

- aux actions nominatives attribuées à un actionnaire, en cas d'augmentation de capital par incorporation de réserves, bénéfices ou primes d'émission, à raison d'actions anciennes pour lesquelles il bénéficie de ce droit. *Ce droit de vote double cessera de plein droit pour toute action convertie au porteur ou transférée en propriété. Néanmoins, ne fait pas perdre le droit acquis et n'interrompt pas le délai de deux ans cidessus mentionné, tout transfert par suite de succession, de liquidation de communauté de biens entre époux ou de donations entre vifs, au profit d'un conjoint ou d'un parent au degré successible. Il en est de même en cas de transfert par suite d'une fusion ou d'une scission d'une société actionnaire.* »	~~***- aux actions nominatives attribuées à un actionnaire, en cas d'augmentation de capital par incorporation de réserves, bénéfices ou primes d'émission, à raison d'actions anciennes pour lesquelles il bénéficie de ce droit.***~~ ~~***Ce droit de vote double cessera de plein droit pour toute action convertie au porteur ou transférée en propriété. Néanmoins, ne fait pas perdre le droit acquis et n'interrompt pas le délai de deux ans cidessus mentionné, tout transfert par suite de succession, de liquidation de communauté de biens entre époux ou de donations entre vifs, au profit d'un conjoint ou d'un parent au degré successible. Il en est de même en cas de transfert par suite d'une fusion ou d'une scission d'une société actionnaire. »***~~ ***Conformément à la faculté offerte par l'article L. 22-10-46 du*** *Code* ***de commerce, il n'est attribué aucun droit de vote double.*** **»**

PROJET DE RESOLUTION B – **<u>Révocation de Monsieur Pierre Cesarini en sa qualité de membre du Conseil d'administration</u>**

- <u>Texte du projet de résolution</u>

Résolution B *(Révocation de Monsieur Pierre Cesarini en tant que membre du Conseil d'administration de Claranova).*

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de révoquer Monsieur Pierre Cesarini en tant que membre du Conseil d'administration de Claranova avec effet immédiat.

- <u>Exposé des motifs</u>

Afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de révoquer Monsieur Pierre Cesarini en tant que membre du Conseil d'administration de Claranova.

PROJET DE RESOLUTION C – **<u>Révocation de Monsieur Roger Bloxberg en sa qualité de membre du Conseil d'administration</u>**

· Texte du projet de résolution

Résolution C *(Révocation de Monsieur Roger Bloxberg en tant que membre du Conseil d'administration de Claranova).*

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de révoquer Monsieur Roger Bloxberg en tant que membre du Conseil d'administration de Claranova avec effet immédiat.

· Exposé des motifs

Afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de révoquer Monsieur Roger Bloxberg en tant que membre du Conseil d'administration de Claranova.

PROJET DE RESOLUTION D – Révocation de Madame Viviane Chaine-Ribeiro en sa qualité de membre du Conseil d'administration

· Texte du projet de résolution

Résolution D *(Révocation de Madame Viviane Chaine-Ribeiro en tant que membre du Conseil d'administration de Claranova).*

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de révoquer Madame Viviane Chaine-Ribeiro en tant que membre du Conseil d'administration de Claranova avec effet immédiat.

· Exposé des motifs

Afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de révoquer Madame Viviane Chaine-Ribeiro en tant que membre du Conseil d'administration de Claranova.

PROJET DE RESOLUTION E – Nomination de Monsieur Michael Dadoun en qualité d'administrateur

· Texte du projet de résolution

Résolution E *(Nomination de Monsieur Michael Dadoun en qualité d'administrateur).*

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de nommer Monsieur Michael Dadoun, demeurant 174 chemin Edgehill, Westmount, Montreal, QC H3Y1E9, en qualité de membre du Conseil d'administration, avec effet immédiat, pour une durée de six (6) ans, à savoir jusqu'à l'issue de l'Assemblée Générale appelée à statuer sur les comptes de l'exercice clos le 30 juin 2029.

- Exposé des motifs

Afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de nommer Monsieur Michael Dadoun en qualité d'administrateur.

- Renseignements sur le candidat : Michael Dadoun, 55 ans, est un entrepreneur chevronné qui a obtenu du succès dans les secteurs de la technologie et de l'immobilier. Fort d'un diplôme en Finance de HEC Montréal, Michael a entamé son parcours professionnel avec une impressionnante période de huit ans au sein de Nortel Networks. Durant ses six années en tant que Directeur des Fusions et Acquisitions (M&A), il a joué un rôle clé dans l'orchestration de transactions dépassant les 10 milliards de dollars, dont trois introductions en bourse (spin-offs).

  Michael détient également le titre de CFA (Analyste Financier Agréé).

  En 2004, il s'est lancé dans une aventure entrepreneuriale aux côtés de son partenaire commercial en fondant une société de logiciels grand public. Cette entreprise a atteint son apogée en 2021 lorsque Michael a conclu la vente du groupe. Au moment de la vente, le groupe affichait un chiffre d'affaires annuel dépassant les 120 millions de dollars et employait plus de 400 professionnels, dont environ 200 étaient basés à Montréal.

  Notamment, Michael a également endossé le rôle d'investisseur et de mentor, mettant à profit son expertise pour soutenir l'essor de jeunes start-ups technologiques.

  Ces dernières années, l'esprit entrepreneurial de Michael l'a conduit à fonder deux entreprises immobilières distinctes, Claria et Trantor, en partenariat avec différents collaborateurs. Les deux entreprises opèrent en tant que sociétés d'investissement privées, établissant des alliances avec des investisseurs institutionnels et des family offices pour gérer un portefeuille diversifié d'investissements immobiliers à travers le Canada, les États-Unis et le Mexique. Elles sont également engagées dans le développement de projets immobiliers mixtes de haute qualité, respectueux de l'environnement.

  Au-delà de ses activités professionnelles, Michael contribue activement à sa communauté en participant à de nombreuses initatives philanthropiques et en siégeant au sein de conseils d'administration d'organisations à but non lucratif.

  Dans sa vie personnelle, Michael et son épouse sont fiers d'être les parents de deux enfants, et ils considèrent Montréal, Canada, comme leur domicile.

  Michael Dadoun n'occupe aucun emploi ni fonction au sein de Claranova et ne détient aucune action Claranova.

  Il est précisé que Michael Dadoun contrôle The Dadoun Family Trust, qui détient 1

214 912 actions Claranova, ainsi que la société 6673279 Canada Inc., qui détient 86 801 actions Claranova.

Michael Dadoun est fiduciaire de The Dadoun Family Trust, *President and secretary* de la société 6673279 Canada Inc., Président-secrétaire de la société Développements Claria Inc. et *Vice-President* de la société Trantor Real Estate Inc.

PROJET DE RESOLUTION F – **Nomination de Monsieur Daniel Assouline en qualité de censeur du Conseil d'administration**

- Texte du projet de résolution

Résolution F *(Nomination de Monsieur Daniel Assouline en qualité de censeur du Conseil d'administration)*.

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de nommer Monsieur Daniel Assouline, demeurant 22 Radisson Dollard-des-Ormeaux, Quebec H9A3K6, en qualité de censeur du Conseil d'administration, avec effet immédiat, pour une durée de six (6) ans, à savoir jusqu'à l'issue de l'Assemblée Générale appelée à statuer sur les comptes de l'exercice clos le 30 juin 2029.

- Exposé des motifs

Afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de nommer Monsieur Daniel Assouline en qualité de censeur du Conseil d'administration.

- Renseignements sur le candidat : Daniel Assouline, 54 ans, est un entrepreneur, un dirigeant et un investisseur chevronné. Au cours des 15 dernières années, Daniel Assouline a créé, acquis et développé plusieurs entreprises de haute technologie qui ont été de gigantesques succès commerciaux, parmi lesquelles : Adaware (anciennement Lavasoft), Lulu Software et UpClick.

  C'est avec une grande fierté qu'en mars 2018 Adaware et son groupe de sociétés ont annoncé leur fusion avec la société française Avanquest, filiale de Claranova, initiant ainsi un partenariat stratégique et la création d'un nouvel acteur mondial de l'internet. Depuis cette fusion, Daniel Assouline a pris les fonctions de Directeur Général au sein d'Avanquest.

  La passion de Daniel Assouline pour la technologie a commencé tôt. Il a en effet vendu son premier logiciel commercial à l'âge de 13 ans (un jeu) et sa première entreprise de logiciels à Sanyo à 16 ans. Il a par la suite travaillé chez Dell pendant 7 ans, où il a gravi les échelons au sein des départements ventes, marketing et technologie.

  Au cours des dix dernières années, Daniel Assouline a acquis et développé de nombreux projets immobiliers de haut niveau, dans les secteurs résidentiels et commerciaux, au Canada, aux États-Unis et au Mexique.

Daniel Assouline est titulaire d'un MBA de l'Université Queen au Canada. Il est parfaitement bilingue en anglais et en français, et parle couramment l'espagnol.

Philanthrope reconnu et respecté, Daniel Assouline contribue généreusement à de nombreuses organisations caritatives par son temps, son soutien, son dévouement et son engagement continu dans la communauté par le biais d'initiatives de collecte de fonds, de mentorat et autres.

Daniel Assouline n'occupe aucun emploi ni fonction au sein de Claranova et ne détient aucune action Claranova.

Il est précisé que Daniel Assouline contrôle la société 101422339 Canada Inc. qui détient 2 694 598 actions Claranova.

Daniel Assouline est fiduciaire de The Assouline Family Trust, *President and secretary* de la société 101422339 Canada Inc., *President* de la société Trantor Real Estate Inc. et *President* de la société Dlign Investissments.

PROJET DE RESOLUTION G – <u>Nomination de Monsieur Cyrille Crocquevieille en qualité d'administrateur</u>

- <u>Texte du projet de résolution</u>

Résolution G *(Nomination de Monsieur Cyrille Crocquevieille en qualité d'administrateur)*.

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de nommer Monsieur Cyrille Crocquevieille, demeurant 35B Route de Creully, 14610 Cairon, en qualité de membre du Conseil d'administration, avec effet immédiat, pour une durée de six (6) ans, à savoir jusqu'à l'issue de l'Assemblée Générale appelée à statuer sur les comptes de l'exercice clos le 30 juin 2029.

- <u>Exposé des motifs</u>

Afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de nommer Monsieur Cyrille Crocquevieille en qualité d'administrateur.

- <u>Renseignements sur le candidat</u> : Cyrille Crocquevieille, 57 ans, se présente de la manière suivante : « *De formation comptable supérieure, je suis responsable comptable dans une ETI à forte renommée de la ville de Caen. Depuis plus de 35 ans, j'ai toujours été attiré par la gestion et le développement commercial des entreprises dans lesquelles j'ai exercé.*

  Mon intérêt pour les investissements s'est développé de manière autodidacte, depuis le milieu des années 90, en développant au fil du temps un intérêt accru pour les sociétés, leur développement et leur environnement.

En investissant dans l'action Claranova, j'ai cru très vite en cette entreprise.

Proche des petits actionnaires, je suis à l'initiation de l'association AdaNova, montée en 2017. Son but est de défendre leurs intérêts et de porter leurs voix au plus près de l'entreprise Claranova, en veillant à un juste partage de la valeur.

Présent à toutes les Assemblées générales depuis 2017, je m'efforce de satisfaire ceux qui m'ont fait confiance depuis le début. Proche des minoritaires, je cherche à soutenir l'entreprise Claranova, en laquelle je crois depuis le début, tout en cherchant à correspondre aux demandes des petits investisseurs dont je me sens proche. »

Cyrille Crocquevieille n'occupe aucun emploi ni fonction au sein de Claranova et détenait 10 281 actions Claranova au 28 octobre 2023.

PROJET DE RESOLUTION H – <u>Nomination d'un nouvel administrateur indépendant</u>

- <u>Texte du projet de résolution</u>

Résolution H *(Nomination d'un nouvel administrateur indépendant).*

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de nommer Monsieur Arnaud Marion, demeurant 90 avenue du Lt Colonel Bernier, 17000 La Rochelle, en qualité de membre du Conseil d'administration, avec effet immédiat, pour une durée de six (6) ans, à savoir jusqu'à l'issue de l'Assemblée Générale appelée à statuer sur les comptes de l'exercice clos le 30 juin 2029.

- <u>Exposé des motifs</u>

La recommandation n°3 du Code Middlenext, auquel Claranova se réfère volontairement, souligne que « *L'existence d'un actionnariat de référence fort peut conduire ses représentants à monopoliser les sièges confortant ainsi des visions stratégiques ou des représentations de l'environnement qui peuvent s'avérer erronées. C'est pourquoi il est bon que les Conseils s'ouvrent à des personnalités externes chargées d'apporter un regard différent sur les décisions prises en Conseil : l'intégration de « membres du Conseil » indépendants est indispensable* ».

Conformément à cette recommandation et afin d'améliorer la gouvernance de Claranova, il est proposé aux actionnaires de nommer Monsieur Arnaud Marion en qualité d'administrateur indépendant.

- <u>Renseignements sur le candidat</u> : Arnaud Marion (Lettres classiques, Sciences-Po Paris, Arthur Andersen, Edmond de Rothschild), 57 ans, est un dirigeant français spécialisé depuis 30 ans dans la gestion des crises, les opérations complexes, les situations spéciales, les transformations d'entreprises et la stratégie.

  Il a travaillé sur plus de 350 différents cas d'entreprises et a exercé 52 mandats de direction générale dans le monde bancaire, industriel ou des services (Pleyel, Heuliez, Doux, Soufflet, Velib'…).

Il a une expérience très large de toutes les situations complexes judiciaires, in bonis, et opérationnelles, et est un spécialiste de la stratégie et des transformations stratégiques de modèles économiques.

Il a fondé Marion & Partners à Paris en 2001 puis à Londres en 2014 où il est resté 8 ans.

Il a fondé en 2020 l'IHEGC-Institut des Hautes Études en Gestion de Crises, pour former les dirigeants à la gestion des crises et des transformations, et intervenir dans des conférences et séminaires.

Il est l'Operating Partner du FE2T – Fonds Entrepreneurial Territorial de Transformation , un fonds de 80 millions d'euros qu'il a cofondé avec IRD INVEST (Entreprises & Cités- Groupe IRD) et les entrepreneurs de la région Hauts de France.

Il est l'auteur de 5 livres : « Partout où je passe les mêmes erreurs » (Eyrolles 2020) et de « 21 semaines pour se relever de la crise » (Eyrolles 2021), et trois livres sur Pleyel et la Salle Pleyel parus aux Éditions de la Martinière et chez Connaissance des Arts.

Il intervient régulièrement dans la presse écrite/radio/TV pour commenter l'actualité des restructurations, des transformations, de la gouvernance et des opérations activistes.

Il reçoit, en 2012, le Prix de l'Excellence Française pour son travail sur Pleyel et la Salle Pleyel et, en 2016, le Prix Ulysse des lecteurs de Challenges du meilleur retournement d'entreprise par l'ARE pour le dossier DOUX. Il a été promu Chevalier de la Légion d'Honneur en 2016.

Arnaud Marion n'occupe aucun emploi ni fonction au sein de Claranova et ne détient aucune action Claranova.

PROJET DE RESOLUTION I – **Délégation de compétence au Conseil d'administration à l'effet de procéder à une augmentation de capital avec suppression du droit préférentiel de souscription au profit d'une catégorie de personnes**

- Texte du projet de résolution

Résolution I *(Délégation de compétence au Conseil d'administration à l'effet de procéder à une augmentation de capital par émission d'actions, de titres de capital donnant accès à d'autres titres de capital ou donnant droit à l'attribution de titres de créance et/ou de valeurs mobilières donnant accès à des titres de capital, avec suppression du droit préférentiel de souscription au profit d'une catégorie de personnes*)

— L'Assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales extraordinaires, connaissance prise (i) du rapport du Conseil d'administration et (ii) du rapport des Commissaires aux comptes,

conformément aux dispositions des articles L. 225-129 et suivants, L. 225-135, L. 225-138, L. 228-91 et suivants et L. 22-10-49 et suivants du Code de commerce,

délègue au Conseil d'administration, avec faculté de subdélégation dans les conditions fixées par la loi et les statuts, sa compétence à l'effet de procéder en une ou plusieurs fois, dans la proportion et aux époques qu'il appréciera, en euros, devises étrangères ou unités de compte fixées par référence à plusieurs monnaies, à des augmentations de capital social par émissions d'actions avec suppression du droit préférentiel de souscription ou de titres de capital donnant accès à d'autres titres de capital ou donnant droit à l'attribution de titres de créance, et/ou de valeurs mobilières (en ce compris notamment, tous titres de créance) donnant accès à des titres de capital, dont la libération pourra être opérée en numéraire, notamment par compensation de créances et intégralement à la souscription ;

décide que le montant nominal maximum des augmentations de capital susceptibles d'être réalisées, immédiatement et/ou à terme, en vertu de la présente délégation est fixé à 22.000.000 euros (ou la contre-valeur de ce montant en cas d'émission en une autre devise), étant précisé que :

- le montant nominal maximum des augmentations de capital susceptibles d'être réalisées, immédiatement et/ou à terme en vertu de la présente délégation s'imputera sur le montant du plafond global prévu à la 27ème résolution ;

- à ce plafond s'ajoutera, le cas échéant, la valeur nominale des actions à émettre pour préserver, conformément à la loi, et, le cas échéant, aux stipulations contractuelles applicables, les droits des porteurs de valeurs mobilières et autres droits donnant accès au capital ;

décide que le montant nominal maximum des titres de créance susceptibles d'être émis en vertu de la présente délégation est fixé à 250.000.000 euros (ou la contre-valeur de ce montant en cas d'émission en une autre devise), étant précisé que ce montant s'imputera sur le plafond global prévu à la 27ème résolution ;

décide de supprimer le droit préférentiel de souscription des actionnaires aux titres pouvant être émis en application de la présente autorisation et de réserver les titres à émettre en application de la présente résolution à une liste de bénéficiaires sélectionnés par le Conseil d'administration, avec faculté de subdélégation, parmi les catégories de bénéficiaires suivantes :

- toute société de droit français ou étranger ayant, isolément ou ensemble avec ses filiales, une activité similaire ou complémentaire à l'une des activités représentant au moins 10% du chiffre d'affaires consolidé de la Société,

- toutes personnes physiques ou morales, en ce compris des sociétés, trusts ou fonds d'investissement ou autres véhicules de placement quelle que soit leur forme, de droit français ou étranger, investissant à titre habituel dans des sociétés de croissance dites "small cap" ou "mid-cap" (i.e., dont la capitalisation boursière n'excède pas 1 milliard d'euros), ou ayant investi plus de 2,5 millions d'euros au cours des 36 mois précédant l'émission considérée, dans le secteur de la technologie,

- tout investisseur qualifié au sens de la réglementation française ou européenne, ainsi que toute personne physique ou morale (en ce compris, sans limitation, tout fonds d'investissement ou sociétés de capital-risque, notamment tout FPCI, FCPI ou FIP) investissant à titre habituel dans des sociétés ayant une activité numérique ou ayant investi au cours des 36 derniers mois plus de 500.000 euros ;

prend acte que la présente délégation emporte de plein droit renonciation des actionnaires à leur droit préférentiel de souscription aux actions ordinaires de la Société auxquelles les valeurs mobilières qui seraient émises sur le fondement de la présente délégation donnent droit ;

décide que, si les souscriptions n'ont pas absorbé la totalité d'une telle émission, le Conseil d'administration pourra utiliser, dans l'ordre qu'il déterminera, l'une ou l'autre des facultés suivantes :

- limiter l'émission au montant des souscriptions, sous la condition que celles-ci atteignent les trois-quarts au moins de l'émission initialement décidée,

- répartir librement tout ou partie des titres émis non souscrits entre les personnes de son choix, et

- offrir au public, sur le marché, français ou international, tout ou partie des titres émis non souscrits ;

décide que ces opérations pourront être effectuées à tout moment, y compris, dans les limites permises par la réglementation applicable, en période d'offre publique sur les titres de la Société ;

décide que le Conseil d'administration aura tous pouvoirs pour mettre en œuvre la présente délégation, avec faculté de subdélégation, dans les limites et sous les conditions précisées ci-dessus, à l'effet notamment de :

- arrêter, au sein de la catégorie précisée ci-dessus, la liste des bénéficiaires qui pourront souscrire aux titres émis et le nombre de titres à attribuer à chacun d'eux, dans les limites mentionnées ci-dessus ;

- fixer le montant de la ou des émissions qui seront réalisées en vertu de la présente délégation, et arrêter notamment le prix d'émission, les dates, le délai, les modalités et conditions de souscription, de libération, de délivrance et de jouissance des titres, conformément aux dispositions de l'article L. 225-138-II du Code de commerce, le prix d'émission devant être au moins égal à la moyenne pondérée par les volumes des vingt (20) dernières séances de bourse précédant sa fixation, diminuée le cas échéant d'une décote maximale de 20 % ;

- fixer, s'il y a lieu, les modalités d'exercice des droits attachés aux actions ou valeurs mobilières donnant accès au capital à émettre, déterminer les modalités d'exercice des droits, le cas échéant, notamment à conversion, échange, remboursement, y compris par remise d'actifs de la Société tels que des valeurs mobilières déjà émises par la Société ; modifier pendant la durée de vie des titres concernés, les modalités visées ci-dessus, dans le respect des formalités applicables ;

- recueillir les souscriptions et les versements correspondants et constater la réalisation des augmentations de capital à concurrence du montant des actions qui seront souscrites et procéder à la modification corrélative des statuts ;

- à sa seule initiative, imputer les frais de la ou des augmentations de capital sur le montant de la ou des primes d'émission qui y sont afférentes et prélever sur ce montant les sommes nécessaires pour porter la réserve légale au dixième du nouveau capital après chaque augmentation de capital ;

- passer toute convention, en particulier en vue de la bonne fin de toute émission, pour procéder en une ou plusieurs fois, dans les proportions et aux époques qu'il appréciera, en France et/ou, le cas échéant, à l'étranger, aux émissions susvisées ;

- fixer et procéder à tous ajustements destinés à prendre en compte l'incidence d'opérations sur le capital de la Société, notamment de modification du nominal de l'action, d'augmentation de capital par incorporation de réserves, d'attribution gratuite d'actions, de division ou de regroupement de titres, de distribution de réserves ou de tous autres actifs, d'amortissement du capital, ou de toute autre opération portant sur les capitaux propres, et fixer les modalités selon lesquelles sera assurée, le cas échéant, la préservation des droits des titulaires de valeurs mobilières donnant accès au capital ;

- en cas d'émission de titres de créance donnant accès au capital de la Société, décider de leur caractère subordonné ou non, fixer leur taux d'intérêt et les modalités de paiement des intérêts, leur durée qui pourra être déterminée ou indéterminée, le prix de remboursement fixe ou variable avec ou sans prime, les modalités d'amortissement en fonction notamment des conditions du marché et les conditions dans lesquelles ces titres donneront droit à des actions de la Société ; et

- d'une manière générale prendre toutes mesures et effectuer toutes formalités utiles à l'émission, à la cotation et au service financier des titres émis en vertu de la présente délégation ainsi qu'à l'exercice des droits qui Y sont attachés.

décide que la présente délégation sera valable pendant une durée de dix-huit (18) mois, à compter de la présente assemblée ;

prend acte que la présente délégation prive d'effet, le cas échéant pour sa partie non utilisée, toute délégation antérieure ayant le même objet ;

prend acte du fait que, dans l'hypothèse où le Conseil d'administration viendrait à utiliser la délégation de compétence qui lui est conférée dans la présente résolution, le Conseil d'administration rendra compte à l'assemblée générale ordinaire suivante, conformément à la loi et à la réglementation, de l'utilisation faite des autorisations conférées dans la présente résolution.

- <u>Exposé des motifs</u>

Afin de préserver l'intérêt social de Claranova, il est proposée aux actionnaires d'octroyer une délégation de compétence au Conseil d'administration à l'effet de procéder à une augmentation de capital avec suppression du droit préférentiel de souscription au profit d'une catégorie de personnes, selon les mêmes termes et conditions que la vingt-et-unième résolution présentée par le Conseil d'administration, mais en supprimant les deux catégories de personne suivantes :

« **-** *tout créancier, en ce compris le cas échéant tout salarié ou mandataire social de la Société ou d'une société liée à la Société au sens de l'article L. 225-180 du Code de commerce, détenant une créance liquide et exigible sur la Société ayant exprimé le souhait de voir sa créance convertie en titres de la Société et pour lesquels le Conseil d'administration jugerait opportun de payer la créance concernée par compensation avec la remise de titres de la Société, et*

- *toute personne ayant la qualité, ou dont le principal actionnaire a la qualité, de salarié ou mandataire social de la Société ou d'une société liée à la Société au sens de l'article L. 225-180 du Code de commerce, à la date d'émission des actions ou des valeurs mobilières donnant accès au capital de la Société.* »

Appendix 2

De : **Lafayette Investment Holdings LLC**
157 Church Street, 12th floor
New Haven
Connecticut 06510
United States of America

A : **Claranova S.E.**
Immeuble Adamas
2 rue Berthelot
CS 80141
92414 Courbevoie Cedex
France

Connecticut, le 2 novembre 2023

Par courrier recommandé avec accusé de réception et par e-mail à contact@claranova.com

Objet : **Assemblée Générale Mixte du 29 novembre 2023 à 15h00**
Demande d'inscription de projets de résolution à l'ordre du jour

Mesdames, Messieurs,

Nous faisons référence à l'avis de réunion de l'assemblée générale mixte (l' "***Assemblée Générale Mixte***") de la société Claranova S.E. une société européenne au capital de 57.206.910 €, dont le siège social est situé Immeuble Adamas, 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex, immatriculée au Registre du Commerce et des Sociétés sous le numéro 329 764 625 RCS Nanterre (la "***Société***"), convoquée le mercredi 29 novembre 2023 à 15h00. L'avis de réunion de l'Assemblée Générale Mixte de la Société a été publié au Bulletin des Annonces Légales Obligatoires n° 128 du 25 octobre 2023.

Nous, Lafayette Investment Holdings LLC, agissant en notre qualité d'actionnaire de la Société détenant 9.090.909 actions, représentant 15,89% de son capital social, demandons l'inscription de trois projets de résolution à l'ordre du jour de l'Assemblée Générale Mixte conformément aux dispositions des articles L. 225-105 et R. 225-71 du Code de commerce, applicables à la Société par renvoi opéré par l'article L. 229-8 du Code de commerce.

Les trois projets de résolution sont ci-après exposés.

1. Premier projet de résolution : nomination de Monsieur Marc Goldberg en qualité d'administrateur pour une durée de six années si la trentième résolution n'est pas adoptée

L'inscription de ce projet de résolution vise la nomination de Monsieur Marc Goldberg en qualité d'administrateur pour une durée de six années, dans le cas où la trentième résolution à l'effet de modifier les statuts de la Société pour limiter à quatre années la durée des fonctions des administrateurs de la Société ne serait pas adoptée.

Le texte du projet de résolution est le suivant :

[X] RESOLUTION *(Nomination de Monsieur Marc Goldberg en qualité d'administrateur pour une durée de six années si la trentième résolution n'est pas adoptée)* –

L'Assemblée Générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide, dans le cas où la trentième résolution à l'effet de modifier les statuts de la Société pour limiter à quatre années la durée des fonctions des administrateurs de la Société ne serait pas adoptée, de nommer Monsieur Marc Goldberg en qualité d'administrateur pour la durée statutaire de six années, laquelle prendra fin à l'issue de l'assemblée générale ordinaire qui sera appelée à statuer en 2029 sur les comptes de l'exercice clos le 30 juin 2029.

2. Deuxième projet de résolution : nomination d'un nouvel administrateur indépendant

L'inscription de ce projet de résolution vise la nomination d'un nouvel administrateur indépendant pour renforcer l'indépendance du Conseil d'administration de la Société et partant, pour renforcer la gouvernance de celle-ci.

Il est ainsi proposé aux actionnaires de la Société de nommer un nouvel administrateur indépendant à l'occasion de l'Assemblée Générale Mixte, à savoir, Madame Michele Anderson, pour une durée de quatre années, à savoir jusqu'à l'issue de l'Assemblée Générale appelée à statuer sur les comptes de l'exercice clos le 30 juin 2027.

Forte d'une expérience de plus de 30 ans dans la valorisation et la croissance des entreprises, Madame Michele Anderson mettrait au service du Conseil d'administration de la Société son expertise dans l'élaboration et la mise en œuvre de stratégies de croissance basées sur la transformation numérique, le commerce électronique et l'innovation dont elle est spécialiste. Madame Michele Anderson a occupé des postes de direction chez Staples, Shutterfly et Activate. Partageant son temps entre Paris, New York et Sydney, elle est actuellement CEO de la société Thirsty Logic qu'elle a co-créée. Elle est par ailleurs administratrice au sein des Conseils d'administration de Baron Philippe de Rothschild et de Ecofibre Limited.

Le texte du projet de résolution est le suivant :

[X] RESOLUTION *(Nomination de Madame Michele Anderson en qualité d'administrateur indépendant)* –

L'Assemblée Générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

décide de nommer Madame Michele Anderson en qualité d'administrateur pour la durée statutaire de quatre années, laquelle prendra fin à l'issue de l'assemblée générale ordinaire qui sera appelée à statuer en 2027 sur les comptes de l'exercice clos le 30 juin 2027.

3. Troisième projet de résolution : nomination d'un nouvel administrateur indépendant pour une durée de six années si la trentième résolution n'est pas adoptée

L'inscription de ce projet de résolution vise la nomination de Madame Michele Anderson en qualité d'administrateur indépendant pour renforcer l'indépendance du Conseil d'administration de la Société et partant, pour renforcer la gouvernance de celle-ci pour une durée de six années, dans le cas où la trentième résolution à l'effet de modifier les statuts de la Société pour limiter à quatre années la durée des fonctions des administrateurs de la Société ne serait pas adoptée.

Le texte du projet de résolution est le suivant :

> **[X] RESOLUTION** *(Nomination de Madame Michele Anderson en qualité d'administrateur indépendant pour une durée de six années si la trentième résolution n'est pas adoptée)* –
>
> L'Assemblée Générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,
>
> **décide**, dans le cas où la trentième résolution à l'effet de modifier les statuts de la Société pour limiter à quatre années la durée des fonctions des administrateurs de la Société ne serait pas adoptée, de nommer Madame Michele Anderson en qualité d'administrateur indépendant pour la durée statutaire de six années, laquelle prendra fin à l'issue de l'assemblée générale ordinaire qui sera appelée à statuer en 2029 sur les comptes de l'exercice clos le 30 juin 2029.

*

Nous joignons aux présentes :

- une attestation d'inscription en compte justifiant de la possession par Lafayette Investment Holdings LLC de la fraction du capital exigée par les dispositions en vigueur ;
- la copie du passeport de Madame Michele Anderson ;
- une lettre d'acceptation des fonctions ; et
- le CV de Madame Michele Anderson.

Nous vous prions de bien vouloir accuser réception de la présente et de nous confirmer que vous disposez bien de tous les éléments nécessaires pour procéder à l'inscription de ces trois résolutions à l'ordre du jour de la prochaine assemblée générale.

Nous vous prions de croire, Mesdames, Messieurs, en l'expression de notre sincère considération.

Fait le 2 novembre 2023,

Lafayette Investment Holdings LLC

DocuSigned by:
Aaron Schumacher
Par : D609B326218540B...
Nom : Aaron Schumacher
Titre : Représentant légal

P.J.

De : **Madame Michele Anderson**
41 River Terrace
Appartement 405
New York, NY 10282

A : **Claranova S.E.**
Immeuble Adamas
2 rue Berthelot
CS 80141
92414 Courbevoie Cedex
France

Objet : **Assemblée Générale Mixte du 29 novembre 2023 à 15h00**
Acceptation des fonctions d'administrateur indépendant de la société Claranova S.E.

Mesdames, Messieurs,

Je soussignée, Michele Anderson, née le 15 janvier 1966 à Sydney (Australie), de nationalité australienne, déclare, par les présentes, que :

(i) j'accepterai les fonctions d'administrateur indépendant de la société Claranova S.E. une société européenne au capital de 57.206.910 €, dont le siège social est situé Immeuble Adamas, 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex, immatriculée au Registre du Commerce et des Sociétés sous le numéro 329 764 625 RCS Nanterre (la "***Société***") si celles-ci me sont confiées par l'assemblée générale mixte devant se tenir le 29 novembre 2023 à 15h00 ; et

(ii) je satisfais à toutes les conditions requises par la loi et les règlements pour l'exercice de mes fonctions d'administrateur indépendant de la Société.

Je vous prie de croire, Mesdames, Messieurs, en l'expression de ma sincère considération.

Fait à New York, le 1er novembre 2023

Par : ________________
Michele Anderson

Michele Anderson

Tech Exec, Entrepreneur, Board Member, Master of Wine

Experience

CEO and Co-Founder
Thirsty Logic · Full-time
May 2023 - Present · 6 mos
New York City Metropolitan Area

Thirsty Logic uses expert knowledge and AI to help restaurants, hotels, and other F&B venues sell more and better beverages. This is the business that Michele is meant to build; she is uniquely equipped to use her expert drinks knowledge and extensive tech experience to help consumers have memorable dining experiences and help venues take full advantage of the high-margin drinks category.

Board Member
Baron Philippe de Rothschild SA
Oct 2020 - Present · 3 yrs 1 mo
France

Baron Philippe de Rothschild S.A. is one of the world's leading wine businesses. The business owns renowned classified Bordeaux Châteaux, including First Growth Château Mouton Rothschild, and global investments in Opus One from the Napa Valley & Alma Viva from Chile. Baron Philippe de Rothschild also owns Mouton Cadet, the largest Bordeaux wine brand.

Board Member and Chair of People & Nominations Committee
Ecofibre Limited · Part-time
Nov 2022 - Present · 1 yr
Sydney, New South Wales, Australia

Ecofibre is one of the global leaders in hemp technologies, providing health and sustainability solutions that enable consumers, companies, and government organizations to permanently remove carbon from our environment. Ecofibre's products include hemp-based textiles, foods, and carbon-negative industrial ingredients and components.

SVP and Division Head, Print & Marketing SMB Services Business
Staples · Full-time
Jul 2019 - Mar 2020 · 9 mos
Greater Boston Area

Michele was recruited to scale growth for Staples' Print & Marketing Services SMB business, a US$1B revenue retail and e-commerce business with 1000+ retail locations, 30 million customers (mostly SMBs), and a significant opportunity to grow its e-commerce channel. She also oversaw PNI Media, a technology development business with 250+ developers building digital experiences for internal and external customers.

SVP Retail, running the $1B Consumer Business
Shutterfly, Inc. · Full-time
Feb 2017 - May 2019 · 2 yrs 4 mos
Silicon Valley, CA

Michele was an officer of the Nasdaq-listed company, with P&L responsibility for Shutterfly's US$1B revenue Consumer e-commerce business, the world's largest four-color digital printer and manufacturer and e-commerce retailer of personalized products and services. Michele was recruited to reorient the consumer business towards higher profitability and scale growth for the core Shutterfly brand. She exited when Shutterly was taken private in May 2019.

Board Member
Findmypast · Part-time
Jan 2016 - Jan 2018 · 2 yrs 1 mo
London, United Kingdom

FindMyPast is a London-based software and data business that is the world's second-largest Genealogy company, with an archive of 2B records and records dating back to 1200 AD. It provides proprietary genealogy tools and technology to consumers globally and has operations in the UK, the US, and Australia.

Chief Operating Officer and Managing Director
Activate · Full-time
2010 - Jan 2017 · 7 yrs 1 mo
Greater New York City Area

Activate helps boards, CEOs, and principal investors rapidly and effectively scale digital businesses. Michele led all business operations, revenue generation, and client delivery. She also passionately developed the team, enabling Activate to scale to become a leading US digital advisory firm.

About

Michele's strongest business and leadership contributions lie in building and scaling businesses and brands, particularly when digital capabilities and e-commerce are central to success. Throughout her 30-year career, she has led and scaled both early-stage and substantial businesses across all aspects of the business ecosystem - for brands, pureplay e-commerce, omnichannel, retail, wholesale, and advertising businesses. She has worked with and built businesses serving consumers, SMBs, and enterprise customers and raised $75 million in capital.

In addition, her accrued experience with both public and private companies, substantial P&L responsibility (+$1 Billion revenue), digital technology and transformation, Silicon Valley innovation and entrepreneurship, multiple geographies, and Board experience equips her as a pragmatic and effective business-builder, leader, and steward.

As a Master of Wine (MW), she holds the most respected title in the world of wine. Michele, along with her MW peers, is considered a leading global wine expert.

Education

The Wharton School
MBA, Finance

UNSW
Bachelor's degree in Law

UNSW
Bachelor's degrees in Commerce
Grade: Awarded a University Blue for Sailing

Australian Institute of Company Directors
Graduate of AICD Company Director course

Institute of Masters of Wine
Master of Wine