

Disclaimer

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Sopra Steria Group

A French Société Anonyme (limited company)

with share capital of €20,547,701

Registered Office: PAE Les Glaisins, Annecy-le-Vieux,

FR-74940 ANNECY

Head office: 6 avenue Kleber FR-75116 Paris

326 820 065 RCS Annecy -

FR0000050809 Code ISIN

MINUTES OF THE COMBINED GENERAL MEETING OF 21ST MAY 2024

In the year two thousand and twenty-four, on the twenty-one of May, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, FR-75116 Paris, as duly convened by the Board of Directors, in accordance with legal and regulatory provisions.

The said notice of meeting was given by the Board of Directors by (i) a notice of meeting inserted in the *Bulletin des Annonces Légales Obligatoires* ("BALO") No. 37 of March 25, 2024, by (ii) a notice of meeting inserted in the BALO No. 54 on May 03, 2024, by a notice of meeting inserted in the *Journal d'annonces légales Eco Savoie Mont Blanc* No. 18 dated May 03, 2024 and (iv) by letter sent to all directors holding registered shares dated May 05, 2023.

An attendance sheet was drawn up and signed upon entering the meeting by all the shareholders present and by the proxies of the represented shareholders, and to which the powers of attorney of the represented shareholders were attached.

The General Meeting proceeds to form its bureau.

Mr Pierre Pasquier chairs the meeting in his capacity as Chairman of the Board of Directors.

Mr. Eric Pasquier representing Sopra-GMT and Mrs. Astrid Anciaux representing the Sopra Steria Actions Corporate Mutual Fund (FCPE) are the two shareholders with the highest number of votes. In this respect, they have been appointed as scrutineers.

Mr. Christophe Bastelica, Secretary of the Board of Directors of the Company, was appointed by the bureau as Secretary.

The attendance sheet, certified as true and fair by the members of the bureau, shows that the shareholders present, represented or having voted by mail held 16,673,837 shares, carrying 22,232,785 voting rights, out of a total of 20,362,388 shares with voting rights.

The Statutory Auditors, Mazars, represented by Mr. Alain Chavance and Aca Nexia, represented by Mrs. Sandrine Gimat, were duly convened and are present.

Also present is Mr. Cyril Malargé, in his capacity as Chief Executive Officer.

The quorum (i.e. more than one quarter of the total number of shares with voting rights) was met; as such, the Meeting was duly constituted and could validly conduct business.

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The Chairman submitted the following documents to the officers of the Meeting, making them available to shareholders:

- The attendance sheet for the General Meeting,
- The Company's updated Articles of Association,
- The powers of attorney of the shareholders represented by proxies as well as the forms for voting by post,
- A copy of the notice of meeting sent to the Statutory Auditors and the representative of the Social and Economic Committee,
- The notice of meeting and the notice of convocation inserted and published respectively in the BALO n°37 of March 25, 2024 and n°54 of May 03, 2024,
- A copy of the notice of meeting inserted in the *Journal d'annonces légales Eco Savoie Mont Blanc* n° 18 dated May 03, 2024,
- The annual and consolidated financial statements for the year ended December 31, 2023,
- The table of financial results for the last five years,
- The reports of the Board of Directors to the General Meeting,
- The reports of the Statutory Auditors,
- The text of the resolutions proposed to the vote of the General Meeting,
- and the other documents required by law.

Next, the Chairman informed the Meeting that this Meeting had been convened in accordance with the provisions of the French Commercial Code and that all the documents and information provided for by the law and regulations, had been made available to the shareholders at the company's registered office and at the place of the administrative management of the Company from the time the Meeting was convened.

The Chairman then informs the General Meeting that the Company has not received any requests for the inclusion of items on the agenda or draft resolutions or any written questions.

He reminded the meeting that the General Meeting was called to deliberate on the following agenda:

Requiring the approval of the Ordinary General Meeting

1. Approval of the parent company financial statements for financial year 2023;
2. Granting of final discharge to the Board of Directors;
3. Approval of the consolidated financial statements for financial year 2023;
4. Appropriation of earnings for financial year 2023 and setting of the dividend;
5. Approval of disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code;
6. Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2023 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors;

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7. Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2023 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer;
8. Approval of the compensation policy for the Chairman of the Board of Directors;
9. Approval of the compensation policy for the Chief Executive Officer;
10. Approval of the compensation policy for Directors for their service;
11. Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000;
12. Reappointment of Pierre Pasquier as a Director;
13. Reappointment of Éric Pasquier as a Director;
14. Reappointment of Sopra GMT as a Director;
15. Reappointment of Éric Hayat as a Director;
16. Reappointment of Marie-Hélène Rigal-Drogerys as a Director;
17. Appointment of KPMG SA as Joint Statutory Auditor;
18. Appointment of ACA Nexia as Joint Sustainability Auditor;
19. Appointment of Cabinet de Saint Front as Joint Sustainability Auditor;
20. Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10 % of the share capital;

Requiring the approval of the Extraordinary General Meeting

21. Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly;
22. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the Company's share capital;
23. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted;
24. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year;
25. Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital per year, in connection with a capital increase without pre-emptive subscription rights;
26. Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive subscription rights for existing shareholders, the number of ordinary shares

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- and/or other securities giving access to the Company's share capital to be issued, subject to an upper limit of 15% of the size of the initial issue;
27. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital;
 28. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital;
 29. Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation;
 30. Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and/or affiliated companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;
 31. Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by an affiliated company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital;
 32. Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees;
 33. Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors.

Requiring the approval of the Ordinary General Meeting

34. Powers granted to carry out formalities.

The Chairman then proposes not to read exhaustively the Management Reports and other special reports prepared by the Board of Directors, the entirety of which appears in the Company's 2023 universal registration document and made available to shareholders.

The floor is then given to Mr. Cyril Malargé, Managing Director of the Company, to present the essential elements of the management report concerning the activity of Sopra Steria Group in 2023.

The President then gives the floor to Mr. Alain Chavance from the Mazars firm and Mrs. Sandrine Gimat from the Aca Nexia firm, in order to read their reports. They noted the absence of new regulated agreements and recall that the consolidated accounts and annual accounts were certified without reservation or observation.

The Chairman opens the discussion and answers questions from shareholders.

It is recalled that resolutions falling within the competence of the Ordinary General Meeting require a quorum of one fifth of the shares having voting rights and a majority of the votes available to the shareholders present or represented, while those falling within the Extraordinary

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General Meeting require a quorum of one quarter of the shares having voting rights and a two-thirds majority of the votes available to the shareholders present or represented.

As no one requested the floor, the following resolutions were put to the vote in succession:

Requiring the approval of the Ordinary General Meeting

Resolution 1

(Approval of the parent company financial statements for financial year 2023)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, approve the parent company financial statements for the financial year ended 31 December 2023 as they were presented, which show a net profit of €31,709,252.57.

The shareholders at the General Meeting also approve the transactions reflected in these financial statements and/or summarised in the aforementioned reports. The shareholders at the General Meeting also approve the amount of expenses not deductible for income tax purposes, as defined in Article 39, item 4 of the French General Tax Code, which amounted to €790,639, and the corresponding tax expense of €204,183.

This resolution was adopted by 22,186,092 votes FOR, 9,983 votes AGAINST and 36,710 ABSTENTIONS.

Resolution 2

(Granting of final discharge to the Board of Directors)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the 2023 parent company financial statements, discharged the Board of Directors with regard to its management for the 2023 financial year.

This resolution was adopted by 18,158,796 votes FOR, 3,831,607 votes AGAINST and 242,382 ABSTENTIONS.

Resolution 3

(Approval of the consolidated financial statements for financial year 2023)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, approve the consolidated financial statements for the financial year ended 31 December 2023, which show a consolidated net profit (attributable to the Group) of €183,658,812, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

This resolution was adopted by 22,180,844 votes FOR, 15,455 votes AGAINST and 36,486 ABSTENTIONS.

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Resolution 4

(Appropriation of earnings for financial year 2023 and setting of the dividend)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, note that the net profit available for distribution, determined as follows, stands at:

Profit for the year	€31,709,252.57
Transfer to the legal reserve	- €
Prior unappropriated retained earnings	€179,430.40
DISTRIBUTABLE PROFIT	€31,888,682.97

and resolve, after acknowledging the consolidated net profit attributable to the Group amounting to €183,658,812, to distribute a dividend of €95,546,809.65:

Distributable profit	€31,888,682.97
Deduction from discretionary reserves	€63,658,126.68
Retained earnings	- €
DIVIDENDS (BASED ON A DIVIDEND PER SHARE OF €4.65)	€95,546,809.65

Individuals resident in France for tax purposes are subject to a single flat-rate tax of 30% on this dividend, unless they opt to have this income taxed at the progressive income tax rate. In the latter case, the entire amount thus distributed will be eligible for the 40% tax rebate resulting from the provisions of article 158, 3 2° of the French General Tax Code. Since the legal reserve already stands at 10% of the share capital, no allocation to it is proposed.

The ex-dividend date is 28 May 2024, and the dividend will be payable from 30 May 2024.

In the event of a change in the number of shares with dividend rights, the total amount of the dividend will be adjusted, and the amount allocated to discretionary reserves will be determined on the basis of the total dividend amount actually distributed.

Dividends paid in respect of the past three financial years were as follows:

	2020	2021	2022
Dividend per share	€2.00	€3.20	€4.30
Number of dividend-bearing shares	20,539,743	20,527,488	20,511,261
Dividends paid*	€41,079,486.00	€65,687,961.60	€88,175,683.90

* Amount not including the portion of the dividend corresponding to treasury shares not paid out.

This resolution was adopted by 22,229,674 votes FOR, 1,779 votes AGAINST and 1,332 ABSTENTIONS.

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Resolution 5

(Approval of disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the disclosures stated in Section I of Article L. 22-10-9 of the French Commercial Code and as presented in the report.

This resolution was adopted by 22,073,425 votes FOR, 157,052 votes AGAINST and 2,308 ABSTENTIONS.

Resolution 6

(Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2023 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-34 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2023 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, and as presented in the report.

This resolution was adopted by 21,913,688 votes FOR, 314,455 votes AGAINST and 4,642 ABSTENTIONS.

Resolution 7

(Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2023 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-34 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2023 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer, and as presented in the report.

This resolution was adopted by 21,964,168 votes FOR, 263,896 votes AGAINST and 4,721 ABSTENTIONS.

Resolution 8

(Approval of the compensation policy for the Chairman of the Board of Directors)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-8 of the French Commercial Code, and after having reviewed the report on corporate

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governance prepared by the Board of Directors, approve the compensation policy for the Chairman of the Board of Directors for his term of office and as presented in the report.

This resolution was adopted by 21,896,653 votes FOR, 333,068 votes AGAINST and 3,064 ABSTENTIONS.

Resolution 9

(Approval of the compensation policy for the Chief Executive Officer)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-8 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chief Executive Officer for his term of office and as presented in the report.

This resolution was adopted by 20,814,530 votes FOR, 912,639 votes AGAINST and 505,616 ABSTENTIONS.

Resolution 10

(Approval of the compensation policy for Directors for their service)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-8 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for Directors for their service and as presented in the report.

This resolution was adopted by 22,219,849 votes FOR, 9,843 votes AGAINST and 3,093 ABSTENTIONS.

Resolution 11

(Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, pursuant to Article L. 225-45 of the French Commercial Code, to set the total annual amount of compensation awarded to Directors for their service, to be allocated by the Board, at €700,000.

This resolution was adopted by 22,212,157 votes FOR, 17,872 votes AGAINST and 2,756 ABSTENTIONS.

Resolution 12

(Reappointment of Pierre Pasquier as a Director for a term of office of four years)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Pierre Pasquier will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2027.

This resolution was adopted by 19,005,895 votes FOR, 3,113,296 votes AGAINST and 113,594 ABSTENTIONS.

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Resolution 13

(Reappointment of Éric Pasquier as a Director for a term of office of four years)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Éric Pasquier will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2027.

This resolution was adopted by 21,313,130 votes FOR, 905,324 votes AGAINST and 14,331 ABSTENTIONS.

Resolution 14

(Reappointment of Sopra GMT as a Director for a term of office of four years)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Sopra GMT, a French société anonyme with share capital of €7,432,432, whose registered office is in Annecy, France (74940), PAE Les Glaisins, Annecy-le-Vieux, registered in the Annecy Trade and Companies Register (RCS) under number 348 940 263, represented by Kathleen Clark in her capacity as a Director, will end at the close of this General Meeting, and resolve, on the recommendation of the Board of Directors, to renew its directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the financial year ending 31 December 2027.

This resolution was adopted by 19,634,465 votes FOR, 2,587,651 votes AGAINST and 10,669 ABSTENTIONS.

Resolution 15

(Reappointment of Éric Hayat as a Director for a term of office of four years)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Éric Hayat will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2027.

This resolution was adopted by 19,409,592 votes FOR, 2,817,579 votes AGAINST and 5,614 ABSTENTIONS.

Resolution 16

(Reappointment of Marie-Hélène Rigal-Drogerys as a Director for a term of office of two years)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Marie-Hélène Rigal-Drogerys will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew her directorship for a term of office of two

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years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2025.

This resolution was adopted by 21,870,337 votes FOR, 252,521 votes AGAINST and 109,927 ABSTENTIONS.

Resolution 17

(Appointment of KPMG S.A. as Joint Statutory Auditor)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, decided to appoint KPMG SA, a French société anonyme with share capital of €5,497,100, whose registered office is at 2 avenue Gambetta, 92066 Paris La Défense Cedex (France), registered in the Nanterre Trade and Companies Register (RCS) under number 775 726 417, as the Company's Joint Statutory Auditor for a term of six financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2029.

KPMG S.A. has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

This resolution was adopted by 21,851,865 votes FOR, 368,786 votes AGAINST and 12,134 ABSTENTIONS.

Resolution 18

(Appointment of ACA Nexia as Joint Sustainability Auditor)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, pursuant to articles L. 821-40 et seq. of the French Commercial Code and article 38 of Ordinance no. 2023-1142 of 6 December 2023 derogating from the provisions of the first paragraph of article L. 821-44 of the same code, resolve to appoint ACA Nexia, a French société par actions simplifiée with share capital of €640,000, whose registered office is at 31 rue Henri Rochefort, 75017 Paris (France), registered in the Paris Trade and Companies Register (RCS) under number 331 057 406, as Joint Sustainability Auditor for a term of three financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2026.

ACA Nexia has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

This resolution was adopted by 21,989,549 votes FOR, 237,479 votes AGAINST and 5,757 ABSTENTIONS.

Resolution 19

(Appointment of Cabinet de Saint Front as Joint Sustainability Auditor)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors'

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report, pursuant to articles L. 822-16 et seq. of the French Commercial Code and article 38 of Ordinance no. 2023-1142 of 6 December 2023 derogating from the provisions of the first paragraph of article L. 822-20 of the same code, resolve to appoint Cabinet de Saint Front, a French *société par actions simplifiée* with share capital of €8,800, whose registered office is at 3 rue Brindejonc des Moulinais, 31500 Toulouse (France), registered in the Toulouse Trade and Companies Register (RCS) under number 494 642 978, as Joint Sustainability Auditor for a term of three financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2026.

Cabinet de Saint Front has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

This resolution was adopted by 22,217,543 votes FOR, 12,549 votes AGAINST and 2,693 ABSTENTIONS.

Resolution 20

(Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorise the Board of Directors, except during a public tender offer for the Company's shares, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
2. approve the authorised transactions with the following limits: resolve that the funds set aside for share buybacks may not exceed, for guidance purposes and based on the share capital at 31 December 2023, €616,431,000, corresponding to 2,054,770 ordinary shares, with this maximum amount potentially being adjusted to take into account the amount of the share capital on the day of the General Meeting or subsequent transactions;
3. in the event that the Board makes use of this authorisation:
 - 3.1. resolve that shares may be bought back for the following purposes:
 - 3.1.1. to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice,
 - 3.1.2. to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase option plans and/or free share plans (or similar plans) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any other forms of share allotment to the Group's employees and/or company officers,
 - 3.1.3. to retain the shares bought back (which shall not exceed 5% of the number of shares making up the Company's share capital at the time of the buyback), in order to exchange them or tender them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions,

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- 3.1.4. to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities,
- 3.1.5. to retire shares bought back by reducing the share capital, pursuant to Resolution 21 submitted for approval at the General Meeting of 21 May 2024,
- 3.1.6. to implement any market practice that would come to be accepted by the AMF; and in general, to perform any operation that complies with regulations in force,
- 3.2. resolve that shares may be bought back by any means, such as on the stock market or over the counter, including block purchases or through the use of derivatives, at any time, subject to compliance with regulations in force;
4. resolve that the maximum price per share paid for shares bought back be set at €300, it being specified that in the event of any transactions in the share capital, including in particular capitalisation of reserves, free share awards and/or stock splits or reverse stock splits, this price will be adjusted proportionately;
5. grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to implement this authorisation, to determine the terms and conditions of share buybacks, to make the necessary adjustments, to place any stock market orders, to enter into any and all agreements, to carry out all formalities and file all declarations with the AMF, and generally to take any and all other actions required;
6. set the duration of this authorisation for a period of 18 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

This resolution was adopted by 22,209,571 votes FOR, 5,174 votes AGAINST and 18,040 ABSTENTIONS.

Requiring the approval of the Extraordinary General Meeting

Resolution 21

(Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. authorise the Board of Directors to retire, on one or several occasions, at its sole discretion, all or a portion of the treasury shares held by the Company bought back under any authorisation granted to the Board of Directors by the aforementioned article, up to a limit of 10% of the share capital assessed at the date of the retirement of shares over each 24-month period;

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2. resolve to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
3. grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
4. set the duration of this authorisation for a period of 26 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

This resolution was adopted by 22,064,559 votes FOR, 170,935 votes AGAINST and 2,353 ABSTENTIONS.

Resolution 22

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the Company's share capital)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-132 et seq., L. 22-10-49, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital:
 - 1.1. to issue, on one or more occasions, in France and/or abroad:
 - 1.1.1.ordinary shares in the Company, or
 - 1.1.2.equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3.debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
 - 1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;
2. establish as follows the limits of the issues thus authorised:

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- 2.1. the total nominal amount of any such capital increases to be carried out may not exceed 50% of the nominal share capital (hereinafter "Limit A1") or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.1.2. any capital increases carried out pursuant to the authorisations in this resolution and in Resolutions 23, 24, 26, 27 and 28 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
 - 2.1.3. this will be supplemented by any additional number, of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
- 2.2. the total amount of issues of debt securities carried out pursuant to this delegation of authority may not exceed €3 billion (or the equivalent of this amount in foreign currencies or in units of account based on several currencies) (hereinafter "Limit DS"), it being specified that:
 - 2.2.1. any issues of debt securities carried out pursuant to the authorisations in this resolution and in Resolutions 23, 24, 26, 27 and 28 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
 - 2.2.2. the amount of any redemption premium above par will be added to this, and
 - 2.2.3. this amount is independent and distinct from the amount of debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. in the event that the Board makes use of this delegation of authority:
 - 3.1. formally note that existing shareholders have pre-emptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares,
 - 3.2. resolve, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that the Board of Directors may establish a subscription right for new shares as of right and excess new shares, where, in this case, a capital increase as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of the following powers, in whatever order it sees fit:
 - 3.2.1. cap the capital increase at the amount of the subscriptions received as provided for by law,
 - 3.2.2. the power to freely distribute some or all of any unsubscribed shares among the shareholders,
 - 3.2.3. the power to offer some or all of any unsubscribed shares to the public,

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- 3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 21,308,946 votes FOR, 926,404 votes AGAINST and 2,497 ABSTENTIONS.

Resolution 23

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital,
 - 1.1. to issue, on one or more occasions, in France and/or abroad:
 - 1.1.1.ordinary shares in the Company,
 - 1.1.2.equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3.debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
 - 1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums,
2. establish as follows the limits of the issues thus authorised:

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- 2.1. the total amount of any such capital increases to be carried out may not exceed 20% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.1.2. this amount will count against Limit A1 defined in Resolution 22 set forth above,
 - 2.1.3. if no priority right is implemented on behalf of the shareholders, the corresponding capital increases that may be carried out under this authorisation will be limited to 10% of the share capital,
 - 2.1.4. this limit of 10% of the share capital (hereinafter "Sub-limit A2") is an aggregate limit applicable to the capital increases referred to in paragraph 2.1.3 of this resolution and to the delegations of authority referred to in the Resolutions 24, 26, 27 and 28 hereinafter, subject to their adoption at this General Meeting,
 - 2.1.5. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments,
- 2.2. any issue of debt securities carried out pursuant to this delegation of powers will count against Limit DS defined in Resolution 22 set forth above;
3. in the event that the Board makes use of this delegation of authority:
 - 3.1. resolve to disapply the pre-emptive right of existing shareholders to subscribe for ordinary shares or securities to be issued by means of a public offering under the terms of this delegation of powers and, in addition, delegate powers in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, to the Board of Directors to grant existing shareholders priority rights to subscribe for some or all of the issues by way of right and/or for excess new shares within a period and under arrangements and conditions that it shall determine, it being stated that this priority shall not give rise to issues of negotiable rights,
 - 3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:
 - 3.2.1. cap the capital increase at the amount of the subscriptions received as provided for by law,
 - 3.2.2. the power to freely distribute some or all of any unsubscribed shares,
 - 3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. resolve that:
 - 4.1. the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the

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delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates,

- 4.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the paragraph above;
5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 20,480,883 votes FOR, 1,754,386 votes AGAINST and 2,578 ABSTENTIONS.

Resolution 24

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:
 - 1.1. to issue, on one or more occasions, in France or abroad, without pre-emptive rights for shareholders, by way of a public offering within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:
 - 1.1.1. ordinary shares in the Company,
 - 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
 - 1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, including by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;

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2. establish as follows the limits of the issues thus authorised:
 - 2.1. the total amount of any such capital increases to be carried out each year may not exceed 10% of the share capital (as assessed at the date when this delegation of authority is used by the Board of Directors) and will count towards Limit A1 and Sub-limit 2 referred to in Resolutions 22 and 23, respectively,
 - 2.2. any issues of debt securities to be carried out pursuant to this delegation of powers will be capped at the Limit DS defined in Resolution 22 set forth above;
3. in the event that the Board makes use of this delegation of authority:
 - 3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares or securities to be issued by means of a public offering as provided for under the terms of this delegation of powers and to reserve subscription for the categories of persons laid down in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,
 - 3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:
 - 3.2.1. cap the capital increase at the amount of the subscriptions received as provided for by law,
 - 3.2.2. the power to freely distribute some or all of any unsubscribed shares,
 - 3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. resolve that:
 - 4.1. the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates,
 - 4.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the paragraph above;
5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 20,554,128 votes FOR, 1,678,629 votes AGAINST and 5,090 ABSTENTIONS.

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Resolution 25

(Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital per year, in connection with a capital increase without pre-emptive subscription rights)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, for each of the issues decided in accordance with Resolutions 23 and 24 hereinabove:

1. authorise the Board of Directors to depart from the price-setting arrangements laid down in the aforementioned Resolutions 23 and 24 and to set the issue price as follows:
 - 1.1. the issue price for ordinary shares will be at least equal to the lowest of the following, which may be subject to a maximum discount of 10% in each of the four cases:
 - 1.1.1. the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period,
 - 1.1.2. the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period,
 - 1.1.3. the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which the issue price is set, or
 - 1.1.4. the last known closing share price of the share before the beginning of the offering period,
 - 1.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the subscription price stated in the paragraph above,
 - 1.3. the nominal amount of issues covered by this resolution may not represent more than 10% of the share capital in each 12-month period,
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this delegation of authority on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 20,403,507 votes FOR, 1,831,644 votes AGAINST and 2,696 ABSTENTIONS.

Resolution 26

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(Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive subscription rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the Company's share capital to be issued, subject to an upper limit of 15% of the size of the initial issue)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. delegate powers to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the number of ordinary shares or securities to be issued for each of the issues carried out pursuant to Resolution 22, with pre-emptive subscription rights for shareholders, and Resolutions 23 and 24 hereinabove, concerning a capital increase without pre-emptive subscription rights for shareholders, if it observes demand exceeding the amount for subscription, up to the maximum amounts laid down in the relevant resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from the close of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue;
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 19,871,197 votes FOR, 2,364,075 votes AGAINST and 2,575 ABSTENTIONS.

Resolution 27

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-49, L. 22-10-53, L. 22-10-54 and L. 228-92 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply:
 - 1.1. to issue, on one or more occasions, in France and/or abroad:
 - 1.1.1. ordinary shares in the Company, or

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- 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary,
 - 1.2. as consideration for in-kind contributions comprised of equity securities or securities giving access to the share capital of another company, granted to the Company,
 - 1.3. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash or by offsetting liquid receivables due for payment;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.2. this amount will count against Limits A1 and DS and Sub-limit A2 defined in Resolutions 22 and 23, respectively, set forth above,
 - 2.3. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
 3. resolve to disapply, where necessary, the pre-emptive right of existing shareholders to subscribe for shares and securities to be issued in connection with this delegation of powers;
 4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
 5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 21,721,193 votes FOR, 501,558 votes AGAINST and 15,096 ABSTENTIONS.

Resolution 28

(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors'

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report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-54, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:
 - 1.1. in France and/or abroad, to issue:
 - 1.1.1. ordinary shares in the Company,
 - 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3. debt securities giving access to shares of the Company or a Subsidiary to be issued,
 - 1.2. in consideration of securities tendered to a public exchange offer made by the Company in France or abroad, in accordance with local regulations (including any transaction having the same effect as a public exchange offer or able to be considered as one), for the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;
2. approve the authorised transactions with the following limits: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.2. this amount will count against Limits A1 and DS and Sub-limit A2 defined in Resolutions 22 and 23, respectively, set forth above;
3. in the event that the Board makes use of this delegation of authority:
 - 3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers,
 - 3.2. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 22,122,467 votes FOR, 112,742 votes AGAINST and 2,638 ABSTENTIONS.

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Resolution 29

(Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalization)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital on one or more occasions, in France or abroad, by capitalising premiums, reserves, earnings or any other amounts that may be capitalised pursuant to the law and the Articles of Association, by allotting new ordinary shares at no cost or by increasing the par value of existing shares, or through a combination of both these methods;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed the amount of reserves, share premiums, profits or other items that might be capitalised, as referred to above, in existence at the time when the capital increase is carried out;
3. resolve that, in the event that the Board makes use of this delegation of authority, fractional rights shall not be either negotiable or transferable, and that the corresponding ordinary shares shall be sold; the proceeds of such sales shall be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 22,225,127 votes FOR, 4,290 votes AGAINST and 8,430 ABSTENTIONS.

Resolution 30

(Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and/or affiliated companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2 et seq., L. 22-10-49, L. 22-10-59, L. 22-10-60 and L. 22-10-62 of the French Commercial Code and Article L. 341-4 of the French Social Security Code:

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1. authorise the Board of Directors to carry out one or more bonus issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, in favour of eligible employees and company officers (as defined in Articles L. 225-197-1 II (Paragraph 1) and L. 22-10-59 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or in favour of certain categories of those employees or officers;
2. establish as follows the limits of the issues thus authorised:
 - 2.1. this authorisation may not give access to a total number of shares representing more than 1.1% of the Company's share capital (as assessed on the date on which the Board of Directors decides to make the award),
 - 2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. in the event that the Board makes use of this authorisation:
 - 3.1. resolve that the number of shares that may be granted to the Company's executive company officers may not represent more than 5% of the limit of 1.1% set in the previous paragraph,
 - 3.2. resolve that:
 - 3.2.1. shares will be definitively allotted to their recipients upon expiry of a vesting period whose duration shall be set by the Board of Directors; this duration may not, however, be less than three years with effect from the date of the decision to allot the shares in question,
 - 3.2.2. and recipients must, if the Board of Directors deems it useful or necessary, retain the shares in question for the periods freely set by the Board;
4. resolve that, where the recipient is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall be definitively allotted to that recipient before the remaining term of the vesting period has expired, and shall be immediately transferable;
5. formally note that, with regard to shares to be issued in the future:
 - 5.1. this authorisation shall result, upon expiry of the vesting period, in a capital increase by way of capitalisation of reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the recipients of those shares, as well as the automatic waiver by shareholders, in favour of the recipients of the shares thus allotted, of their rights to that portion of reserves, earnings, premiums or other amounts thus capitalised,
 - 5.2. and this authorisation shall automatically entail the waiver by shareholders, in favour of the recipients of the aforementioned shares, of their pre-emptive subscription rights. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the recipients;
6. accordingly, grant all powers to the Board of Directors, within the limits set out above, to put this resolution into effect, and in particular to:

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- 6.1. determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
 - 6.2. decide on the holding requirements that may apply by law in regard to eligible company officers, in accordance with the last paragraph of Article L. 225-197-1 II and with Article L. 22-10-59 of the French Commercial Code,
 - 6.3. set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will be finally allotted as well as, where applicable, the required lock-in period,
 - 6.4. determine the conditions related to the performance of the Company, the Group or any of its entities that would apply to the allocation of shares to the Company's executive company officers and, where applicable, those that would apply to the allocation of shares to employees as well as the criteria according to which such shares would be granted, with the stipulation that any shares granted without performance conditions may not be granted to the Company's Chief Executive Officer and may not exceed 10% of the amount of awards authorised by the General Meeting,
 - 6.5. determine whether the shares allotted free of charge are shares to be issued or existing shares, and:
 - 6.5.1. where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, certify the completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly,
 - 6.5.2. where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to successfully complete the transactions,
 - 6.6. allow the option, where applicable, during the vesting period, to adjust the number of bonus shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of recipients; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares,
 - 6.7. more generally, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, take any steps and complete any formalities required for the issuance, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and to make all appropriate arrangements and enter into any agreement required to complete the envisaged share allotments;
7. set the duration of this authorisation for a period of 38 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

This resolution was adopted by 21,202,923 votes FOR, 1,017,058 votes AGAINST and 17,866 ABSTENTIONS.

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Resolution 31

(Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by an affiliated company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 22-10-49, L. 225-129-6, L. 225-138-1, L. 228-91 et seq.:

1. delegate authority to the Board of Directors to decide on the issuance, on one or more occasions, of:
 - 1.1. ordinary shares, or
 - 1.2. equity securities giving access to other equity securities issued by the Company, reserved for members of a company savings plan offered by the Company or by any French or foreign company or group affiliated with the Company, within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (the "Recipients");
2. establish as follows the limits of the issues thus authorised:
 - 2.1. resolve that this delegation of authority may not give access to a total number of shares representing more than 2% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of authority),
 - 2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. in the event that the Board makes use of this delegation of authority:
 - 3.1. resolve to exclude, in favour of the Recipients, the pre-emptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of powers,
 - 3.2. resolve that if the subscriptions obtained do not absorb the entirety of an issue of securities, the capital increase will be limited to the amount of subscriptions received;
4. resolve that the subscription price of securities issued under this resolution may not be:
 - 4.1. higher than the average of the listed share price over the 20 trading days preceding the date of the decision setting the opening date of the subscription period decided by the Board of Directors,

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- 4.2. or lower than this average less the maximum discount required by the laws and regulations in force at the date of the Board of Directors' decision, with the stipulation that the Board of Directors may adjust or remove this discount if it deems necessary in order to take into account, in particular, locally applicable legal, accounting, tax and workforce-related systems;
5. resolve that the Board of Directors may provide for the allotment of shares or of other securities giving access to the Company's share capital, whether to be issued or already issued, to the Recipients free of charge, in lieu of all or a portion of the employer contribution and/or the discount mentioned above, within the limits set forth in Articles L. 3332-11 and L. 3332-21 of the French Labour Code, it being specified that the maximum aggregate nominal amount of capital increases that may be carried out in line with these allotments will count towards the limit of 2% of the Company's share capital referred to above;
6. formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount, the Board of Directors may decide to increase the share capital accordingly by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the Recipients, thus entailing:
 - 6.1. the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised, and
 - 6.2. the automatic waiver by the shareholders of their pre-emptive subscription right. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;
7. grant full powers to the Board of Directors, with the ability to sub-delegate these powers, to implement this delegation of authority as provided by law, and in particular to complete all legal formalities and execute all legal instruments to record the capital increases carried out pursuant to this authorisation, amend the Articles of Association accordingly and, more generally, take whatever action is required;
8. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

This resolution was adopted by 21,855,772 votes FOR, 374,096 votes AGAINST and 7,979 ABSTENTIONS.

Resolution 32

(Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report, resolve to amend points 2 and 3 of Article 14 of the Company's Articles of Association concerning Directors representing the employees, as follows:

“2. Directors representing the employees When the requirements laid down in paragraph I of Article L. 225-27-1 of the French Commercial Code are met, one or two Directors representing the employees sit on the Board of Directors in accordance with the provisions of Article L. 225-27-1 of the French Commercial Code.

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The Directors representing the employees on the Company's Board of Directors are appointed as follows:

2.1 the first of them is appointed by the trade union that won the most votes in the first round of the elections – referred to in Articles L. 2122-1 and L. 2122-4 of the French Labour Code – of

the Company and its direct and indirect subsidiaries having their registered offices in France,

2.2 the second of them is appointed by the European Works Council.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position.

The Director or Directors representing the employees are not required to hold shares in the Company.

Further to the provisions set out in paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body mentioned in these Articles of Association fail to nominate a Director representing the employees, the decisions of the Board of Directors shall still be deemed to be valid.

3. Term of office of Directors

Directors are appointed for a term of office of four years. In the year of expiry, Directors' terms of office shall expire at the close of the Ordinary General Meeting convened to approve the financial statements for the previous financial year. They may be reappointed immediately.

By exception, upon their first appointment following the modification of the Articles of Association taking effect on 9 June 2020, Directors' terms of office appointed by the General Meeting may be set at 1, 2 or 3 years such that the renewal of directorships is staggered evenly from year to year.

Should one or more seats held by Board members appointed at the General Meeting become vacant between two General Meetings, with the exception of that held by the Director representing employee shareholders, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his/her duties for the remainder of the term of office of the individual previously serving in this position.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position."

The other provisions of Article 14 of the Company's Articles of Association remain unchanged.

This resolution was adopted by 22,229,301 votes FOR, 1,562 votes AGAINST and 6,984 ABSTENTIONS.

Resolution 33

(Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors'

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report, resolve to set the age limit for serving as Chairman of the Board of Directors at 95, and, consequently, to amend the third paragraph of Article 15, "Organisation of the Board of Directors" of the Articles of Association, which shall now read as follows:

"No one over the age of ninety-five may be appointed Chairman. If the Chairman in office exceeds this age, he/she shall automatically be deemed to have resigned."

The other paragraphs of Article 15 of the Articles of Association remain unchanged.

This resolution was adopted by 20,355,653 votes FOR, 1,083,076 votes AGAINST and 799,118 ABSTENTIONS.

Requiring the approval of the Ordinary General Meeting

Resolution 34

(Powers granted to carry out formalities)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, give all powers to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

This resolution was adopted by 22,230,276 votes FOR, 913 votes AGAINST and 1,596 ABSTENTIONS.

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As we have covered all items on the agenda and there are no further requests to speak, the Chairman hereby declares this meeting closed.

These minutes were drawn up and, after they had been read, were signed by the Chairman, the scrutineers and the secretary.

Chairman

Pierre PASQUIER

Scrutineers

Sopra-GMT,
represented by
Eric PASQUIER

Sopra Steria Actions Corporate
Mutual Fund (FCPE),
represented by
Astrid ANCIAUX

Secretary

Christophe BASTELICA