

COMBINED GENERAL MEETING

Thursday June 25, 2020



INFORMATION BROCHURE

French limited company (société anonyme) with a share capital at € 18,055,476
Registered office: 100-102 avenue de Suffren, 75015 Paris – France
Paris Trade and Company Register (RCS) number: 381 080 225

esi
get it right®

SUMMARY

Message from the Board of Directors	<u>Page 3</u>
Overview of the Group's activity for the 2019 financial year	<u>Page 4</u>
ESI Group's annual results for the past 5 financial years	<u>Page 5</u>
How to participate in the Combined Shareholders' Meeting	<u>Page 6</u>
Agenda of the Combined Shareholders' Meeting	<u>Page 8</u>
Resolutions submitted to the Annual General Meeting	<u>Page 9</u>
Composition of the Board of Directors	<u>Page 21</u>
Composition of the Group's Executive Committee	<u>Page 22</u>
How to vote	<u>Page 23</u>
Request for documents	<u>Page 25</u>



MESSAGE FROM BOARD OF DIRECTORS

“ All of these factors combined were the foundation of the company's financial performance in 2019. They also played an important role in consolidating our market position. ”

Dear Shareholders,

As we concluded the year 2019 with various outstanding achievements, the ESI's General Meeting will be held on June 25, 2020, in an exceptional global context affected by the COVID-19 crisis.

Now more than ever, ESI Group stands out as a major player in the digital transformation of industries. Thus, in 2019, our major customers and industrial partners have, once again, renewed their confidence in our virtual engineering offering to contribute to improving their innovation, their productivity and their products and solutions performance, from their conception to their final destination, in a given environment and operational context.

The year 2019 has also been marked by the appointment of Cristel de Rouvray as CEO of ESI Group. The implementation of her business development and resources focus plan, as well as the upgrading of central management tools, marked an important milestone in our transformation journey. This plan has led to an evolution of our offer that is now prioritized by industries and by outcome.

Combined, these drivers strikingly contributed to building the foundations of the company's financial performance in 2019 and played a significant role in consolidating our market position.

As a reminder, the 2019 financial year was exceptionally held over 11 months in accordance with the decision taken at the previous General Meeting, which consists of closing our fiscal year on December 31, henceforth. This change, in adequacy with the pace of our business activities,

will facilitate financial management over the medium and long term. In the short term, this change complicates the readability of the 2019 results. Financial aggregates such as sales, EBIT and EBITDA have therefore been reported on a 12-month proforma basis.

Furthermore, the global crisis is affecting several of our priority sectors, particularly the automotive and aerospace industry, which needs to urgently adapt its methods and processes while facing the evolution of its end customers' expectations. Also, as the global digital transformation is accelerating and becoming inevitable, ESI's solutions are gradually becoming catalysts of this industrial paradigm, for a gain in performance and productivity.

In the context of the COVID-19 pandemic and in application of Order n°2020-321 of March 25, 2020, the General Meeting will exceptionally be held behind closed doors, without physical presence of Shareholders. However, the Shareholders' Meeting remains an opportunity to get involved in the company's major decisions. We remind you that the vote and resolutions will be based on the exceptional company's 11-month 2019 fiscal year. Hence, we invite you to adopt the resolutions submitted to you, by voting by mail or by proxy using the voting form provided for this purpose and available on the company's website:

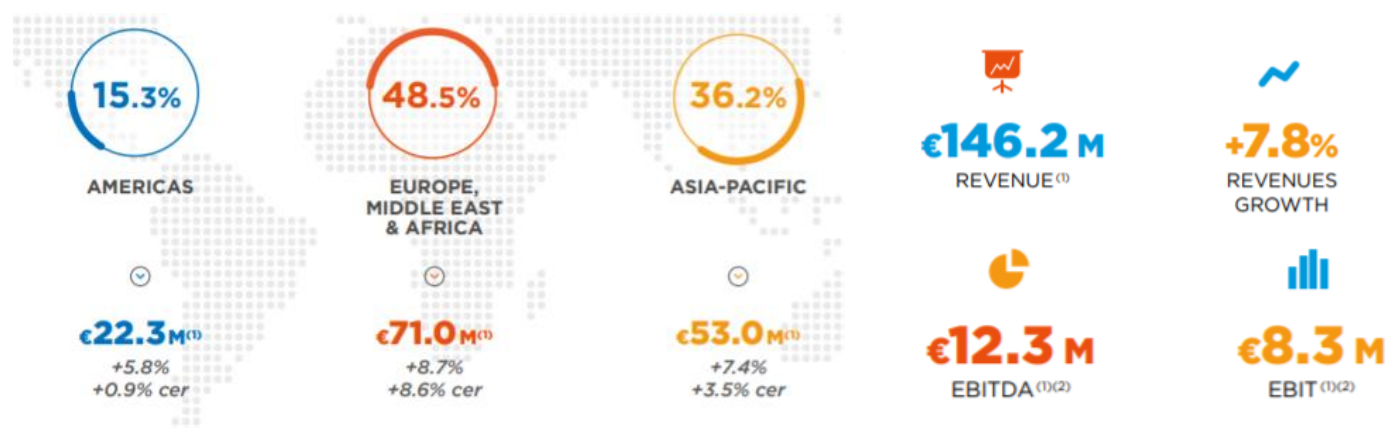
<https://www.esi-group.com/company/investors/documentation/annual-shareholder-meeting>.

The Board of Directors thank you for your confidence and your loyalty.

The Board of directors

OVERVIEW OF THE GROUP'S ACTIVITY FOR THE 2019 FINANCIAL YEAR

2019 Key figures (Proforma)



(1) 12-month proforma (January 1, 2019 – December 31, 2019).

(2) Before IFRS 16

2019 was a year of dynamic business development worldwide, driven by the first effect of the operational excellence and strategic focus plan launched last year.

After taking into account the change in the fiscal year-end closing date, the Group presents proforma 12-month accounts (January 1, 2019 - December 31, 2019) which show robust growth with sales of €146.2 million (+7.8%). Growth was driven by the Licenses business, main pillar of the Group's business model, accounting for 79% of total sales, stable compared to the previous fiscal year. This breakdown of the product mix confirms the resilience of ESI Group's model, due to a very high proportion of recurring revenues.

The Group's global value proposition enables it to operate on all world markets. This is a substantial asset to customers who are global. Growth over the period was mainly driven by the EMEA region followed by Asia and Americas. Over this 12-month booking proforma, the four focus industries – ground transportation, aerospace, heavy industry, energy, accounted for 88% of total booking. These sectors include the world's main industrial leaders who are seeking to accelerate their digital transformation and for whom ESI is positioning itself as a key strategic partner.

Licenses Business, main pillar of the Group's business model generated proforma sales of €115.9m (+8.4%). 84% of sales were driven by Repeat business (renewal and additional volume), +7.9% and 16% of sales were from New Business (new customers or new solutions for existing customers), up 10.6%.

Services (Consulting) which brings together Engineering studies, Field Services, Contracting and Special Projects, growth up +5.4% of €30.3m.

Gross margin, rose to €107.4 million (up 10.1% improving by +1.5 points to 73.4% vs. 71.9%). This increase was driven by the rise in Licensing gross margin to 86.2% (vs. 84.5% in proforma 2018)

Other operational costs, the Group maintained its efforts to control other operational expenses (+5.6%, +€5.2m) to support overall revenue increase and long-term development.

EBITDA, (before IFRS 16) increased to €12.3 million (vs. €8.1 million), now 8.4% of total sales (vs. 6.0%). EBIT (before IFRS 16) rose to €8.3 million (vs. €3.6 million), now 5.7% of total sales.

EBIT, (before IFRS 16) rose to €8.3 million (vs. €3.6 million), now 5.7% of total sales.

ESI GROUP'S ANNUAL RESULTS FOR THE PAST 5 FINANCIAL YEARS

As a reminder, the 2019 fiscal year was exceptionally held over 11 months (from February 1 to December 31) in accordance with the decision taken at the previous General Meeting to close our fiscal years on December 31.

Closing date	12/31/2019	01/31/2019	01/31/2018	01/31/2017	01/31/2016
Duration of financial year (number of months)	11	12	12	12	12
Capital at balance sheet date					
Share capital (in €)	18,055,476	18,053,676	18,049,326	17,975,976	17,865,216
Number of shares					
♦ ordinary shares	6,018,492	6,017,892	6,016,442	5,991,992	5,955,072
♦ preference shares					
Maximum number of shares to be created					
♦ via convertible bonds					
♦ via subscription rights	205,334	151,448	108,843	175,733	207,080
Operations and results (in €)					
Revenue (excl. tax)	55,295,671	86,022,988	83,883,977	84,313,214	79,156,886
Earnings before tax, employee profit-sharing, allowances for amortization and provisions	(2,973,365)	27,025,120	31,555,313	28,651,433	21,642,463
Income tax	(3,024,257)	(2,698,695)	(2,228,379)	(1,669,380)	(2,205,946)
Employee profit-sharing				15,967	
Allowances for amortization and provisions	33,849,027	26,903,999	28,762,466	28,688,439	19,916,428
Net income	(27,851,406)	2,819,816	5,546,976	1,632,374	3,931,981
Distributed earnings					
Earnings per share (in €)					
Earnings after tax and employee profit-sharing, before allowances for amortization and provisions	(0.21)	4.94	5.70	5.06	4.00
Earnings after tax, employee profit-sharing, allowances for amortization and provisions	(4.63)	0.47	0.92	0.27	0.66
Dividend					
Personnel					
Average headcount ⁽¹⁾	258	264	243	234	217
Payroll (in €)	15,027,428	15,880,764	14,766,952	14,159,959	13,203,318
Amounts paid in benefits (social security, social welfare, etc.) (in €)	6,969,914	7,466,508	6,971,314	6,711,622	6,295,088

(1) Average headcount in France and in branches outside France, presented starting financial year ending January 2019.

HOW TO PARTICIPATE IN THE COMBINED SHAREHOLDERS' MEETING

In accordance with the provisions of the French Commercial Code, Shareholders are informed that participation in the meeting is subject to the registration of the shares in the name of the shareholder or the intermediary registered on his behalf, by midnight, Paris time, on the second business day preceding the meeting:

- either in the registered share accounts held by the Company,
- or in the bearer securities accounts held by the authorized intermediary.

In accordance with Article R.225-85 of the French Commercial Code, the registration date is set at midnight, Paris time, on June 23, 2020.

This registration must be evidenced by a shareholding certificate issued by the authorized intermediary and attached to the distance voting or proxy form.

I- Voting procedures at the General Meeting

In accordance with Ordinance no. 2020-321 of March 25, 2020, issued following the "emergency bill" to deal with the Covid-19 epidemic no. 2020-290 of March 23, 2020 and taking into account the statutory measures prohibiting gatherings for health safety reasons, the Combined General Meeting of the Company on June 25, 2020, as decided by the Board of Directors, will be held without the physical presence of Shareholders and other persons entitled to participate. Consequently, no one will be able to physically attend the meeting.

1. To participate in the General Meeting, shareholders may choose one of the following three options:

- Give a proxy to the Chairman of the Meeting: The Chairman will vote on your behalf in favor of every Resolution presented or approved by the Board of Directors, and will vote against all other Resolutions;
- Give a proxy to the person of their choice under the conditions of Article L. 225-106 of the French Commercial Code (proxy to a third party), being specified that, in this case, the proxy holder must vote by mail by virtue of this power;
- Vote by mail

Shareholders wishing to give a proxy or to vote by mail should:

- a. for registered shareholders, return the postal voting form or proxy form, which can be downloaded from the company's website or obtained upon request from the company's registered office or from CIC, at the following address: CIC, Service Assemblées – 6, avenue de Provence 75452 Paris Cedex 09 / serviceproxy@cic.fr,
- b. for holders of bearer shares, request, as from the convening date, the voting form and its appendices from the financial institution that holds their shares so that the request reaches this intermediary six days before the date of the meeting, i.e. by June 19, 2020 at the latest.

Mail voting forms will only be taken into account if they are received by CIC, Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09 or at the e-mail address serviceproxy@cic.fr, no later than June 22, 2020, and are accompanied, for those from bearer shareholders, by a certificate of participation.

Third-party mandates may validly be received by CIC, Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09 or at the e-mail address serviceproxy@cic.fr, until the fourth day prior to the date of the General Meeting, i.e. no later than June 21, 2020.

The proxy will not be able to physically attend the Meeting. He will necessarily have to send his instructions for the exercise of the mandates he holds, to the company or its authorized intermediary by electronic means to the following address: serviceproxy@cic.fr, using the postal vote form, no later than the fourth day prior to the date of the meeting, i.e. no later than June 21, 2020.

The procedures for participating in the General Meeting by videoconference or by any other means of telecommunication have not been adopted for this General Meeting.

HOW TO PARTICIPATE IN THE COMBINED SHAREHOLDERS' MEETING

2. In accordance with the provisions of Article R.225-79 of the French Commercial Code, the notification and revocation of a power of attorney to the Chairman may be made by electronic means as follows:

- for holders of directly registered shares: by sending an e-mail to the following address: serviceproxy@cic.fr, specifying their full name, address and identifier, as well as the power of attorney given to the Chairman;
- for holders of administered registered shares or bearer shares: by sending an e-mail to the following e-mail address: serviceproxy@cic.fr, specifying their full name, address and bank references, as well as the power of attorney given to the Chairman. They must then ask their authorized intermediary who manages their shares account to send a written confirmation (by mail or fax) to CIC - Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09.

Only duly signed and completed notifications or withdrawal of proxy to the President shall be considered.

3. A shareholder who has already voted by mail, sent a proxy or requested an admission card or a certificate of participation may choose another means of participation in the meeting provided that his or her instructions to this effect are received within a period of time compatible with the rules relating to each means of participation in the company. Previous instructions received will be hence revoked.

4. A shareholder who has already voted remotely or sent a proxy to the Chairman may sell all or part of his shares at any time. However, if the transfer of ownership takes place before midnight, Paris time, on the second business day prior to the meeting, i.e., June 23, 2020, the company shall invalidate or modify, depending on the case, the vote casted remotely or by proxy given to the Chairman. To this end, the intermediary holding the account shall notify the transfer of ownership and provide the necessary information to the Company or its representative.

5. No transfer of ownership made after the second business day prior to the meeting at midnight, Paris time, i.e. June 23, 2020, regardless of the means

used, shall be notified by the authorized intermediary or taken into consideration by the company, notwithstanding any agreement stating the contrary.

II – Written questions from shareholders

Any Shareholder may submit written questions to the Chairman of the Board of Directors. These written questions shall be sent to the registered office: ESI Group - 100/102 avenue de Suffren - 75015 Paris, France, by registered mail with acknowledgement of receipt or by electronic means to the following address: investors@esi-group.com, no later than the fourth business day preceding the date of the General Meeting, i.e. June 19, 2020. They shall be accompanied by a certificate of registration either in the registered shares accounts held by the Company or in the bearer shares accounts held by an intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code.

In accordance with the legislation in force, these questions may be answered jointly if they have the same content or relate to the same subject matter. The answer to a written question shall be deemed to have been given when it appears on the Company's website in a section devoted to questions and answers.

III- Pre-assembly information documents

In accordance with the applicable legal and regulatory provisions, all documents that must be made available to Shareholders in connection with this Meeting will be available, within the legal deadlines, at the Company's current administrative place of business due to the Covid-19, located in Rungis, Le Séville, 3 bis rue Saarinen, 94528 Rungis Cedex, as well as on the Company's website: <https://www.esi-group.com/company/investors/documentation/annual-shareholder-meeting>. The documents provided for in Article R225-73-1 of the French Commercial Code, will be also available on the Company's website at the precited address. no later than June 4, 2020.

AGENDA

Decisions falling without the competence of the Ordinary General Meeting

1. Approval of the parent company financial statements for the financial year ended December 31, 2019.
2. Approval of the consolidated financial statements for the financial year ended December 31, 2019
3. Allocation of net loss for the year.
4. Special report of the Statutory Auditors on the regulated agreements and commitments and approval of the new agreements referred to in Article L. 225-38 of the French Commercial Code.
5. Renewal of mandate of Mr. Vincent Chaillou.
6. Renewal of mandate of Mr. Yves de Balmann.
7. Approval of the remuneration policy of the members of the Board of Directors for 2020 financial year.
8. Approval of the remuneration policy of the Chairman of the Board of Directors for 2020 financial year.
9. Approval of the remuneration policy of the Chief Executive Officer for 2020 financial year.
10. Approval of the remuneration policy of the Chief

Operating Officers for 2020 financial year.

11. Approval of the components of the total compensation payable or allocated to Mr. Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2019.
12. Approval of the components of the total compensation payable or allocated to Mrs. Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2019.
13. Approval of the components of the total compensation payable or allocated to Mr. Vincent Chaillou, Chief Operating Officer, for the financial year ended on December 31, 2019.
14. Approval of the components of the total compensation payable or allocated to Mr. Christopher St John, Chief Operating Officer, for the financial year ended on December 31, 2019.
15. Determination of the compensation paid to the members of the Board of Directors
16. Authorization to be granted to the Board of Directors for the Company to buy back its own shares

Decisions falling within the competence of the Extraordinary General Meeting

17. Delegation of authority to the Board of Directors to award stock subscription options
18. Delegation of authority to the Board of Directors to award stock purchase options

19. Delegation of authority to the Board to reduce the share capital through the cancellation of shares purchased by the Company within the scope of Article L. 225-209 of the French Commercial Code ;
20. Delegation of authority to the Board of Directors to award free shares to eligible employees and executive corporate officers of the Company and of its affiliated companies

Joint decisions

21. Powers for formalities

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Decisions falling within the competence of the Ordinary General Meeting

First resolution: Approval of the parent company financial statements for the financial year ended December 31, 2019



Statement of reasons

Based on the review of the Management report of the Board of Directors, the report of the Board of Directors on corporate governance, the reports of the Statutory Auditors on the parent company financial statements, the General Meeting is requested to approve the parent company financial statements for the financial year ended December 31, 2019, showing deficit of -€27,851,405.66. It is reminded that 2019 financial year has 11 months due to the change in the financial closing date.

The General Meeting, having reviewed the Management the report of the Board of Directors on corporate governance, and the reports of the Statutory Auditors on the parent company financial statements and the parent company financial statements for the financial year ended December 31, 2019, approves the financial statements and balance sheet, as presented, showing a deficit of -€27,851,405.66. It approves the transactions reflected in said financial statements or summarized in said reports. The General Meeting also approves the total expenses and charges not deductible from profits subject to income tax, equal to €5,003,109.

Second resolution: Approval of the consolidated financial statements for the financial year ended December 31, 2019



Statement of reasons

Based on the review of the Management report of the Board of Directors, the report of the Board of Directors on corporate governance, and the reports of the Statutory Auditors on the consolidated financial statements, the General Meeting is requested to approve the consolidated financial statements for the financial year ended December 31, 2019 showing a net deficit of -€20,914,070. It is reminded that 2019 financial year lasts 11 months due to the change of closing date.

The General Meeting, having reviewed the Management report of the Board of Directors, the report of the Board of Directors on corporate governance, and the reports of the Statutory Auditors on the consolidated financial statements and the consolidated financial statements as at December 31, 2019, approves these financial statements as presented, resulting in a net deficit of -€20,914,070.

Third resolution: Allocation of net loss for the year ended December 31, 2019



Statement of reasons

The General Meeting is requested to allocate the deficit of -€27,851,405.66 as follows:

- €0 to the legal reserve;
- -€27,851,405.66 to retained earnings.

Following this allocation, the balance of the legal reserve will stand at -€1,805,367.60. Following this allocation, retained earnings will stand at -€13,056,116.22.

The Board of Directors reminds the General Meeting that no dividends have been paid out for the past three financial years

Board of Directors, to allocate the result as follows:

Current position:

- net result for the year: -€27,851,405.66;
- retained earnings: -€40,907,521.88;
- total to be allocated: -€27,851,405.66 Allocated as follows:
 - €0 to the legal reserve;
 - -€27,851,405.66 to retained earnings.

Following this allocation, the balance of the legal reserve will stand at -€1,805,367.60. Following this allocation, retained earnings will stand at -€13,056,116.22. The Board of Directors reminds the General Meeting that no dividends have been paid out for the past three financial years.

The General Meeting, noting that the net deficit for the year ended December 31, 2019 amounted to -€27,851,405.66, decides, on a proposal from the

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Fourth resolution: Special report of the Statutory Auditors on the regulated agreements and commitments and approval of the new agreement referred to in Article L.225-38 of the French Commercial Code



Statement of reasons

Based on the special report by the Statutory Auditors on regulated agreements, the General Meeting is requested to acknowledge that during the financial year ended on December 31, 2019, no new agreement gave rise to the procedure provided for in Articles L. 225-38 et seq. of the French Commercial Code. It should be noted that the special report by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code is presented in section 2.6 of the 2019 Universal Registration Document and will be submitted for approval of the General Meeting to be held on June 25, 2020.

The General Meeting, having reviewed the special report by the Statutory Auditors on the agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code, takes note of the conclusions of the said report and approves the agreements and commitments therein.

Fifth resolution: Renewal of the mandate of Mr. Vincent Chaillou



Statement of reasons

As the directorship of Mr. Vincent Chaillou expires at the end of this General Meeting, the shareholders are requested to renew his directorship for a term of four years, until the General Meeting to be convened in 2024 to approve the financial statements for 2023 financial year. The Board of Directors reminds the General Meeting that Vincent Chaillou has been director of the Company since its creation in 2004. He also exercises the function of Chief Operating Officer. His biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2

of the 2019 Universal Registration Document.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and noting that the term of office of Mr. Vincent Chaillou expires at the end of the General Meeting, resolves to renew his directorship for a term of four years, expiring at the end of the General Meeting to be convened in 2024 to approve the financial statements for 2023 financial year.

Biography of M. Vincent Chaillou

Board member since July 1st, 2004. Member of the Strategic Committee and member of the Technology and Marketing Committee.

Vincent Chaillou holds a PhD in civil engineering from the Ecole des Ponts et Chaussées (1973) and an engineering degree from Ecole Polytechnique (1971). Before joining ESI Group in 1994, he was General Manager of the AEC business unit of Computervision for worldwide operations (which has now merged with PTC). During his 16 years with Computervision, he served several management positions in sales, marketing and general management, specifically of Asia-Pacific. From 1994-1998, he was Regional Vice-President for the American territory within ESI Group, and since May 2004 President and CEO of ESI Software India and ESI US R&D.



RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Sixth resolution: Renewal of the mandate of Mr. Yves de Balmann



Statement of reasons

As the directorship of Mr. Yves Balmann expires at the end of this General Meeting, the shareholders are requested to renew his directorship for a term of four years, until the General Meeting to be convened in 2024 to approve the financial statements for 2023 financial year. The Board of Directors reminds the General Meeting that Mr. Yves Balmann has been an independent director since 2016. His biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2019 Universal Registration Document.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and noting that the term of office of Mr. Yves de Balmann expires at the end of the General Meeting, resolves to renew his directorship for a term of four years, expiring at the end of the General Meeting to be convened in 2024 to approve the financial statements for 2023 financial year

Biography of M. Yves de Balmann

A graduate of Stanford University in the United States and Ecole Polytechnique in France, Yves de Balmann began his career at Citibank, where he was Division Executive responsible for all aspects of Interest Rate and Currency Derivatives and Proprietary Trading in North America. He joined Bankers Trust in 1988. When Bankers Trust merged with Deutsche Bank in 1999, Yves de Balmann was appointed Co-Head of Deutsche Bank's Global Investment Bank (GIB), and Co-Chairman and Co-CEO of Deutsche Bank Alex. Brown, the German bank's US-based investment banking and retail brokerage business. He was also a member of the Board of the Bank's Global Corporates and Institutions Division (GCI). In 2002, Yves de Balmann founded Bregal Investments, a major global private equity player of which he was Co-Chairman until 2012. Based in California, Yves de Balmann is currently director of Exelon Corporation (NYSE), director and non-executive Chairman of Conversant IP Management, and director of the non-profit organization Sweetwater Spectrum.



Seventh, eighth, ninth and tenth resolution: Approval of the remuneration policy for the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers for 2020 financial year



Statement of reasons

In accordance with Article L. 225-37-2 of the French Commercial Code, the General Meeting is requested every year to approve the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of all types attributable to the Chairman of the Board of Directors, Chief Executive Officer and the Chief Operating Officers, in respect to their mandate for 2020 financial year. The remuneration policy applicable to corporate officers is presented in the report of the Board of Directors on corporate governance in section 2.4.1.2 and 2.4.2.2 of the 2019 Universal Registration Document.

Seventh resolution:

The General Meeting, pursuant to Article L. 225-37-2 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to members of the Board of Directors for 2020 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.1.2 of the 2019 Universal Registration Document.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Eighth resolution:

The General Meeting, pursuant to Article L. 225-37-2 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to the Chairman of the Board of Directors for 2020 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.1.2 of the 2019 Universal Registration Document.

Ninth resolution:

The General Meeting, pursuant to Article L. 225-37-2 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to the Chief Executive Officer for 2020 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in

section 2.4.2.2 of the 2019 Universal Registration Document.

Tenth resolution:

The General Meeting, pursuant to Article L. 225-37-2 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to the Chief Operating Officers for 2020 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.2.2 of the 2019 Universal Registration Document.

Eleventh, twelfth, thirteenth and fourteenth resolution: Approval of the fixed, variable and exceptional components of the total remuneration payable or allocated to the Chairman of the Board of Directors, Chief Executive Officer and Chief Operating Officers for the financial year ended on December 31, 2019



Statement of reasons

In accordance with Article L. 225-100 II of the French Commercial Code, the General Meeting is requested every year to approve the fixed, variable and exceptional components of the total remuneration and benefits of all kinds payable or allocated to the Chairman of the Board of Directors, Chief Executive Officer and Chief Operating Officers in respect to their mandate. These components of the remuneration are presented in the report of the Board of Directors on corporate governance in section 2.4 of the 2019 Universal Registration Document, including in particular a summary table under section 2.4.2.1.13.

Eleventh resolution: Approval of the components of the total compensation payable or allocated to Mr. Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2019

The General Meeting, in accordance with Article L. 225-100 III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or

allocated to Mr. Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2019 as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code and presented in section 2.4.2.1.13 in the 2019 Universal Registration Document

Twelfth resolution: Approval of the components of the total compensation payable or allocated to Mrs. Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2019

The General Meeting, in accordance with Article L. 225-100 III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Mrs. Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2019, as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code and presented in section 2.4.2.1.13 in the 2019 Universal Registration Document.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Thirteenth resolution: Approval of the components of the total compensation payable or allocated to Mr. Vincent Chaillou, Chief Operating Officer, for the financial year ended on December 31, 2019

The General Meeting, in accordance with Article L. 225-100 III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Mr. Vincent Chaillou, Chief Operating Officer, as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code, and presented in section 2.4.2.1.13 in the 2019 Universal Registration Document.

Fourteenth resolution: Approval of the components of the total compensation payable or allocated to Mr. Christopher St John, Chief Operating Officer, for the financial year ended on December 31, 2019

The General Meeting, in accordance with Article L. 225-100 III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Mr. Christopher St John, Chief Operating Officer, as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code, and presented in section 2.4.2.1.13 in the 2019 Universal Registration Document.

Fifteenth resolution: Determination of the compensation paid to the members of the Board of Directors



Statement of reasons

The General Meeting is requested to set the total annual amount of compensation to be allocated to members of the Board of Directors for the 2020 financial year at €350,000 (vs. €280,000). This increase is part of the remuneration policy of the Directors as presented in the report of the Board of Directors on corporate governance in section 2.4.1.2 of the 2019 Universal Registration Document.

It will therefore allow the directors to be allocated specific missions in favor of the transformation of the Company and to anticipate possible changes in the composition of the Board of Directors.

The General Meeting decides to set the compensation paid to the members of the Board of Directors at €350,000 for the 2020 financial year. The Board will freely distribute this amount among its members.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Sixteenth resolution: Authorization to be granted to the Board of Directors for the Company to buy back its own shares

Statement of reasons

As the existing authorization expires in January 2021, it is proposed to the General Meeting to terminate this authorization and grant the Board of Directors a new authorization for the Company to buy back its own shares for a new period of 18 (eighteen) months as from the General Meeting of June 25, 2020.

It is proposed to set the maximum purchase price at €60 (sixty) per share. Pursuant to current legislation, the maximum number of shares that may be vested is limited to 10% of the capital, after deduction of treasury stock held by the Company, 6.3% as at December 31, 2019. The Company will not be allowed to pay out more than €13,000,000 (thirteen million) under the share buyback program.

The Company can buy back its own shares to:

- *stimulate the secondary market or the liquidity of ESI Group shares through a liquidity contract signed with an investment service provider;*
- *allocate them to free share awards or stock purchase options;*
- *hold them and use them at a later date as payment for acquisitions;*
- *cancel them by a reduction in share capital.*

The General Meeting, having reviewed the report of the Board of Directors in accordance with Article L. 225-209 of the French Commercial Code:

1. authorizes the Board of Directors to purchase the Company's shares, not to exceed 10% of its capital, for a period of 18 months beginning on June 25, 2020, in order to:

(i) stimulate the secondary market or the liquidity of ESI Group shares through a liquidity contract signed with an investment service provider and compliant with the AMAFI's Code of Ethics dated September 23, 2008 and approved by the French Financial Markets Authority (AMF),

(ii) fulfill its share issue obligations, in accordance with the terms and conditions set forth by law, undertaken as part of the following:

- plans granting stock options for the purchase of existing shares by the Group's employees or corporate officers,
- employee profit-sharing plans under which these shares would be granted to employees and/or

- corporate officers,
- free share grants to the Group's employees and corporate officers,
- shares provided upon exercise of the rights attached to securities giving access to shares by any means, whether immediately or in the future, under the conditions set forth by the AMF and at any time deemed appropriate by the Board of Directors,

(iii) retain shares to subsequently use them in exchange or as payment for future business acquisitions,

(iv) cancel shares by a reduction in share capital;

2. decides that the purchase price per share may not exceed €60 (sixty);

3. decides to fix the maximum amount that the Company may spend within the framework of this buyback program at €13,000,000 (thirteen million);

4. acknowledges that this authorization shall render ineffective the previous authorization granted by the fourteenth resolution of the Combined General Meeting of July 18, 2019 authorizing the Board to trade on its own shares;

5. decides that the shares may be purchased or retained at the discretion of the Board of Directors by any means by trading on or off the market, or on an over-the-counter market, on one or more occasions. All shares purchased under the authorized share buyback program may be acquired in the form of blocks of shares. Such transactions may be carried out at any time, including during public offering periods, in accordance with the regulations in force;

6. acknowledges that the Company may not, at any time, hold, either directly or via an intermediary, more than 10% of the total shares making up its own share capital;

7. grants full authority to the Board of Directors to:

- publish, on the website of the AMF, a detailed notice explaining this share buyback program authorized by the General Meeting prior to using this authorization,
- place any and all stock market orders and enter into any and all agreements to record share purchases and sales,
- make any and all disclosures to the stock market regulators, carry out any other formalities and, in general, take any necessary steps.

The Board of Directors shall inform shareholders of any purchases or sales carried out pursuant to this authorization in its management report.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Decisions falling within the competence of the Extraordinary General Meeting

Seventeenth resolution: Delegation of authority to the Board of Directors to award stock subscriptions options



Statement of reasons

As the existing authorization expires in August 2020, it is proposed to the General Meeting to terminate this authorization and grant the Board of Directors a new authorization to award stock subscription options to corporate officers and employees of the Company and its affiliates, or certain categories of them, for a new period of 38 months starting with the General Meeting of June 25, 2020.

The number of shares that may be awarded under this authorization must not exceed 3% of the share capital at the date of the General Meeting, i.e. 180,000 options.

The subscription price of shares will be determined at the date on which the options are granted by the Board of Directors. Pursuant to current legislation, this price shall be no less than 80% of the average share price from the last 20 trading days preceding the date on which the options are granted.

The Board of Directors will determine the identity of the beneficiaries of the share grants and the procedures and conditions under which they are awarded within the limits of this authorization and within legal and regulatory limits.

Options must be exercised no later than eight years after the date on which they are granted; however, the Board of Directors may nonetheless shorten this period for all or part of the beneficiaries.

The Board of Directors may prohibit the immediate resale of the shares subscribed; however, the period of time during which beneficiaries are required to retain shares may not exceed three years from the date on which the option is exercised.

This authorization will entail the Shareholders' express waiver, for the benefit of beneficiaries of the options, of the Shareholders' preferential subscription rights to shares that will be issued as options are exercised.

In accordance with legal requirements, the increase in capital resulting from the exercise of stock subscription options will be final and definite as of the declaration of the exercise of the option(s) accompanied by the corresponding payment made in cash or by offsetting receivables with the Company

The Extraordinary General Meeting, having reviewed the Report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to grant to the corporate officers defined by law and the employees of the Company and its affiliates, as defined under Article L. 225-180 of the French Commercial Code, options for the subscription

of new Company shares to be issued through the Company's capital increase operations, not to exceed the number of shares representing 3% of the capital as of the date of this Meeting, i.e. 180,000 options.

This authorization, which may be exercised on one or more occasions, is granted for a term of thirty-eight months from the date of this General Meeting.

The subscription price of shares will be determined at the date on which the options are granted by the Board of Directors. This price shall be no less than 80% of the average share price from the last 20 trading days preceding the date on which the options are granted.

This price may not be subsequently modified, except where necessary to protect the interests of beneficiaries of options pursuant to Article L. 225-181 of the French Commercial Code.

No option may be granted less than 20 days following an ex-coupon date (whereby the option entitled the holder to a dividend or to participate in a share issue), nor within a period of ten trading days preceding and following the date on which the consolidated financial statements, or, in the absence thereof, the parent-company financial statements, are published, nor within the period between the date on which the Company's corporate bodies became aware of information that, if it were disclosed to the public, would have a material impact on the Company's share price and the date ten trading days after the date on which said information is made public.

Options must be exercised no later than eight years after the date on which they are granted; however, the Board of Directors may nonetheless shorten this period for all or part of the beneficiaries.

The Board of Directors may prohibit the immediate resale of the shares subscribed; however, the period of time during which beneficiaries are required to retain shares may not exceed three years from the date on which the option is exercised.

The General Meeting acknowledges that this authorization entails the Shareholders' express waiver, for the benefit of beneficiaries of the options, of the Shareholders' preferential subscription rights to shares that will be issued as options are exercised.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

The General Meeting grants full authority to the Board of Directors to decide all other terms and conditions regarding the granting and exercising of options, within legal and regulatory limits, and specifically authorizes the Board of Directors to:

- Grant options to designated individuals;
- Determine the expiration date of the options, within the limits set forth above;
- Set forth requirements governing the granting and exercising of options; the Board of Directors may:
 - restrict, limit or prohibit (i) the exercise of options or (ii) the sale or conversion to bearer shares of the shares obtained through the exercise of options, during certain periods or within a certain period following certain events,
 - bring forward exercise dates or periods for the options, extend the exercisable nature of the options or modify dates or periods within which the shares obtained by exercise of the options may not be transferred or converted to bearer shares;
- Establish, where applicable, a period during which shares arising from the exercise of options may not be sold or converted to bearer shares; such lock-up period may not exceed three years from the date on which the option was exercised;

- Adjust the number and the price of the shares that may be obtained by exercising options, where applicable, in keeping with the legal and regulatory requirements in force.

The increase in capital resulting from the exercise of stock subscription options will be final and definite as of the declaration of the exercise of the option(s) accompanied by the corresponding payment made in cash or by offsetting receivables with the Company.

At its first meeting following the end of each fiscal year, the Board of Directors will record the total shares issued during the course of the year, where applicable, amend the articles of association as necessary and perform any public disclosure formalities.

This authorization cancels, in the amount of the unused portion, the tenth resolution of the Combined General Meeting of June 29, 2017.

Eigteenth resolution: Delegation of authority to the Board of Directors to award stock purchase options



Statement of reasons

As the previous authorization expires in August 2020, it is proposed to the General Meeting to terminate and grant the Board of Directors with a new delegation to award stock purchase options to corporate officers and employees of the Company and its affiliates, or certain categories of them, for a new period of 38 months starting with the General Meeting of June 25, 2020.

The number of shares that may be awarded under this authorization must not exceed 5% of the share capital at the date of the General Meeting, i.e. 300,000 shares.

The purchase price of shares will be determined at the date on which the options are granted by the Board of Directors. Pursuant to current legislation, this price shall be no less than 80% of the average share price over the last 20 trading days preceding the date on which the options are granted.

The Board of Directors will determine the identity of the beneficiaries of the share grants and the procedures and conditions under which they are awarded within the limits of this authorization and

within legal and regulatory limits.

Options must be exercised no later than eight years after the date on which they are granted; however, the Board of Directors may nonetheless shorten this period for all or part of the beneficiaries.

The Board of Directors may prohibit the immediate resale of the shares subscribed; however, the period of time during which beneficiaries are required to retain shares may not exceed three years from the date on which the option is exercised.

The Extraordinary General Meeting, having reviewed the Report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to grant to the corporate officers defined by law and the employees of the Company and its affiliates, as defined under Article L. 225-180 of the French Commercial Code, options to purchase existing shares bought back by the Company under the conditions provided for by law, not to exceed the number of shares representing 5% of the capital as of the date of this Meeting, i.e. 300,000 shares.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

This authorization, which may be exercised on one or more occasions, is granted for a term of thirty-eight months from the date of this General Meeting.

The purchase price of shares will be determined at the date on which the options are granted by the Board of Directors.

This price shall be no less than 80% of the average share price over the last 20 trading days preceding the date on which the options are granted.

This price may not be subsequently modified, except where necessary to protect the interests of beneficiaries of options pursuant to Article L. 225-181 of the French Commercial Code.

No option may be granted less than 20 days following an ex-coupon date (whereby the option entitled the holder to a dividend or to participate in a share issue), nor within a period of ten trading days preceding and following the date on which the consolidated financial statements, or, in the absence thereof, the parent-company financial statements, are published, nor within the period between the date on which the Company's corporate bodies became aware of information that, if it was disclosed to the public, would have a material impact on the Company's share price and the date ten trading days after the date on which said information is made public.

Options must be exercised no later than eight years after the date on which they are granted; however, the Board of Directors may nonetheless shorten this period for all or part of the beneficiaries.

The Board of Directors may prohibit the immediate resale of the shares purchased; however, the period of time during which beneficiaries are required to retain shares may not exceed three years from the date on which the option is exercised.

The General Meeting grants full authority to the Board of Directors to decide all other terms and conditions

regarding the granting and exercising of options, within legal and regulatory limits, and specifically authorizes the Board of Directors to:

- Grant options to designated individuals;
- Determine the expiration date of the options, within the limits set forth above;
- Set forth requirements governing the granting and exercising of options; the Board of Directors may (a) restrict, limit or prohibit (i) the exercise of options or (ii) the sale or conversion to bearer shares of the shares obtained through the exercise of options, during certain periods or within a certain period following certain events and (b) bring forward exercise dates or periods for the options, extend the exercisable nature of the options or modify dates or periods within which the shares obtained by exercise of the options may not be transferred or converted to bearer shares;
- Establish, where applicable, a period during which shares arising from the exercise of options may not be sold or converted to bearer shares; such lock-up period may not exceed three years from the date on which the option was exercised;
- Adjust the number and the price of the shares that may be obtained by exercising options, where applicable, in keeping with the legal and regulatory requirements in force.

This authorization cancels, in the amount of the unused portion, the eleventh resolution of the Combined General Meeting of June 29, 2017.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Nineteenth resolution: Delegation of authority to the Board to reduce the share capital through the cancellation of shares purchased by the Company within the scope of Article L. 225-209 of the French Commercial Code



Statement of reasons

As the previous authorization expires in September 2020, it is proposed to the General Meeting to terminate and grant the Board of Directors with a new delegation to cancel shares purchased, allowing it to carry out share cancellations, subject to the legal limits and the limit of 10% of the share capital at the day of operation. This authorization shall be granted for a duration of 26 (twenty-six) months from the General Meeting of June 25, 2020.

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. Authorizes the Board of Directors, with the right to sub-delegate, in accordance with the legal and regulatory requirements, pursuant to Article L. 225-209 of the French Commercial Code, to:

- cancel, at its sole discretion, on one or more occasions, the shares purchased by the Company on the basis of the authorization given by the General Meeting in the sixteenth resolution (provided that this resolution is adopted) or any similar resolutions adopted by previous General Meetings, within the limit of 10% of its share capital, this percentage applying to the share capital as subsequently adjusted following transactions after this General Meeting, per 24 (twenty-four) months period, and
- conduct, for the same amount, a reduction in share capital by cancelling shares;

2. Gives to the Board of Directors all powers, with the right to subdelegate, in accordance with the legal and regulatory requirements, pursuant to Article L. 225-209 of the French Commercial Code, to:

- determine the final amount of the capital reduction within the limits provided by the law and by this resolution,
- set the terms for said operation and record its completion,
- deduct the difference between the book value of the cancelled shares and their par value from the available reserves and premiums at the choice of the Board,
- carry out all deeds, formalities, or declarations in order to record and finalize the capital reductions that may be conducted in accordance with this authorization and that would result in subsequent amendment to the articles of association;

3 Acknowledges that this authorization shall render ineffective the previous authorization granted by the thirteenth resolution of the Extraordinary General Meeting held on July 18, 2018.

This authorization is granted to the Board of Directors for a duration of 26 (twenty-six) months from this General Meeting.

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Twentieth resolution: Delegation of authority to the Board of Directors to award free shares to eligible employees and corporate officers of the Company and of its affiliated companies

Statement of reasons

As the Company is considering the granting of free shares to employees and corporate officers of the Company and its affiliates, it is proposed to the General Meeting to terminate the authorization granted to the Board of Directors in 2018 and to grant it a new authorization for this purpose.

Under the scope of this authorization, the number of free shares that may be granted may not exceed 60,000 shares, representing around 1% of the share capital existing on June 25, 2020.

The Board of Directors will decide the identity of the beneficiaries of the grants, the number of shares allocated to each one, the terms, and, where applicable, the criteria for such share grants.

The Board of Directors will be able to set, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, the duration of vesting and holding periods, provided that the time condition respects a minimum vesting period of at least one year and the total duration of both vesting and holding periods is at least two years. Pursuant to Article L. 225-197-1 of the French Commercial Code, the free grant of shares to their beneficiaries will become final and binding subject to the satisfaction of the other conditions set at the time of the grant, and specifically the employment condition and/or the performance condition, after a vesting period set out by the Board of Directors.

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Article L. 225-129-1 and L. 225-197-1 and following of the French Commercial Code:

1. Authorizes the Board of Directors to carry out, on one or several occasions, free grants of existing shares or shares to be issued by ESI Group, to employees and executive corporate officers of the Company or its affiliated entities, in accordance with Article L. 225-197-2 of the French Commercial Code and the conditions set out hereinafter;

2. Resolves that the Board of Directors will decide the identity of the beneficiaries of the grants, the number of shares allocated to each one, as well as the conditions, and, where applicable, the criteria for such share grants;

3. Decides that the number of free shares that may be granted under the scope of this authorization may not exceed 60,000 shares, representing around 1% of the share capital existing on June 25, 2020;

4. Decides that the Board of Directors will be able to set, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, the duration of vesting and holding periods, provided that the time condition respects a minimum vesting period of at least one year and the total duration of both vesting and holding periods is at least two years;

5. Decides that the free grant to their beneficiaries will become final and binding after a vesting period set out by the Board of Directors;

6. Authorizes the Board of Directors to vest the shares prior to the end of the vesting period as well as to permit the free transfer of these shares in the event the beneficiary has a disability corresponding to the second or third categories defined by Article L. 341-4 of the French Social Security Code;

7. Decides that the Board of Directors shall have all powers, including powers of sub-delegation in accordance with the legal requirements, to implement this authorization, and, in particular, in order to:

- determine whether to grant existing shares or whether to issue shares for such purpose,
- determine all the terms relating to the granting of shares, in particular the conditions under which such shares will be vested (especially the presence and performance conditions), define the categories of beneficiaries, the beneficiaries and establish the number of shares granted to each of them and the grant date or dates in compliance with the law and regulations in force as of the date of transactions contemplated,

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

- adjust, during the vesting period, if it deems necessary, the number of shares granted in order to protect the rights of the beneficiaries, in compliance with the laws and regulations in force as of the date of the transactions contemplated, based on potential Company equity transactions, it being specified that the shares, granted further to these adjustments, shall be deemed granted on the same date as, that of the initial share grant, and
 - more generally, to take all necessary measures, in particular to conclude any and all agreements and contracts to effect the closing of an issuance, to carry out any and all formalities to effect the related share capital increase or increases subsequent to the vesting of Company shares, to amend the articles of association;
8. Acknowledges that this authorization automatically entails the waiver by shareholders of their preferential subscription rights to ordinary Company shares which may be issued for the purposes of the vesting of free shares, and of all rights to ordinary shares granted under the scope of this authorization;
9. Acknowledges that this authorization supersedes the unused portion of the previous authorization granted by the fourteenth resolution of the Extraordinary General Meeting held on July 18, 2018. Each year, in accordance with the legal and regulatory requirements, in particular pursuant to Article L. 225-197-4 of the French Commercial Code, the Board of Directors shall inform the General Meeting about the operations carried out under this authorization. This authorization is granted to the Board of Directors for a duration of 38 (thirty-eight) months from the date of this Meeting.

Joint decision

Twenty-first resolution: Powers to carry out formalities



Statement of reasons

This resolution is intended to grant the powers necessary to carry out formalities subsequent to the General Meeting.

The General Meeting grants full powers to the bearer of an original, excerpt or copy of the minutes of this Meeting to carry out all legal and administrative formalities, as well as all filing and publication requirements set forth by applicable law.

COMPOSITION OF THE BOARD OF DIRECTORS

Board of direction determines the orientations of the activity and ensures their implementation.



Alain de Rouvray

Chairman since January 28, 1991
Born the 08/10/1943
Nationality: French



Eric d'Hotelans

Independent board member since December 5, 2008
Born the 03/07/1950
Nationality: French



Vincent Chaillou

Board member since July 1st, 2004 and Chief Operating Officer
Born the 24/03/1950
Nationality: French



Véronique Jacq

Independent board member since July 24, 2014
Born the 02/01/1968
Nationality: French



Cristel de Rouvray

Board member since July 8, 1999 and Chief Executive Officer
Born the 15/10/1976
Nationality: French and American



Rajani Ramanathan

Independent board member since July 24, 2014
Born the 25/03/1967
Nationality: Indo-american



Charles-Helen des Isnards

Independent board member since April 14, 2008
Born the 01/01/1945
Nationality: French



Yves de Balmann

Independent board member since July 21, 2015
Born the 28/05/1946
Nationality: French and American

The Board of directors made up of **8 members**, including **3 women** et **5 independents members**:



Assist by **5 specialized committees**:

- Scientific Committee
- Audit Committee
- Compensation Committee
- Nomination and Governance Committee
- Technology and Marketing Committee

COMPOSITION OF THE GROUP'S EXECUTIVE COMMITTEE

The GEC meets at least once a month and as often as the interest of the Company requires, to report on the activities of the Company to the CEO. The GEC prepares, with the support of the specialized committees, all matters submitted to the prior authorization of the Board of Directors for the execution and/or implementation of strategic operations.

the GEC comprises the following members:



From left to right:

**Corinne ROMEFORT-
RÉGNIER**

Corporate Gouvernance
Director

Cristel de ROUVRAY

Chief Executive Officer

Oifa ZORGATI

Chief Financial Officer

Christopher ST JOHN

Chief Operating Officer –
Asia Pacific Regional
Director

Mike SALARI

Executive Vice President
Innovation, Value
Discovery and Services –
Regional Director, The
Americas

Vincent CHAILLOU

Board member and Chief
Operating Officer – Group
Strategy and EMEA
Regional Director

Dominique LEFEBVRE

Executive Vice President
Product Operation

HOW TO VOTE

To grant a proxy to the Chairman of the General Meeting, Shade this box

To grant a proxy to a person of your choice, Shade this box

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIÈRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire : I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

ESI GROUP
 Société anonyme au capital de 18.055.476 euros
 Siège social :
 100/102 Avenue de Suffren - 75015 Paris
 381 080 225 RCS Paris

ASSEMBLÉE GÉNÉRALE MIXTE
 25 JUIN 2020 à 16H00
COMBINED SHAREHOLDERS MEETING
 June 25, 2020 at 04.00 pm
ASSEMBLEE A HUIS CLOS
 à/At
 Siège social
 100/102 Avenue de Suffren - 75015 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY			
Identifiant - Account	Nominatif Registered		Vote simple Single vote
Nombre d'actions Number of shares	Porteur Bearer		Vote double Double vote
Nombre de voix : Number of voting rights			

Dans le contexte de l'épidémie de Covid-19 certaines conditions d'utilisation du formulaire de vote sont aménagées conformément au décret n° 2020-418 du 10 avril 2020

To vote by post, Mark this box

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentées ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale : Mr, Mrs or Miss, Corporate Name

Adresse : Address

	1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (et mail) / Name, first name, address of the shareholder (and e-mail)
 et ne peuvent être effectuées à l'adresse de la Société / and cannot be made using this proxy form. See reverse (7)

Follow the instructions
 To vote "For", do not shade any box. To vote "Against" or to "Abstain", shade each corresponding box.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en cochant une case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by checking the corresponding box.
 - Je donne mandat au Président de l'Assemblée Générale / I appoint the Chairman of the general meeting
 - Je m'abstiens / I abstain from voting
 - Je donne mon pouvoir Cf. au verso (voir § 4) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) M. Mrs or Miss, Corporate Name to vote as my proxy

Cette formule est à retourner, tout formulaire doit parvenir au plus tard :
 This form is to be returned, the completed form must be returned no later than:
 à la banque / to the bank sur le compte de la notification / sur le compte de la notification
 à la société / to the company 22/06/2020
 CIC par e-mail : serviceproxy@cic.fr

Date & Signature

This form should be returned to :
 CIC
 Service Assemblée - 6 avenue de Provence 75452 Paris
 Cedex 09 , no later than midnight Paris time on June 22, 2020

Date and sign here

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, merci comme ceci ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire ; / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

ESI GROUP

Société anonyme au capital de 18.055.476 euros

Siège social :

100/102 Avenue de Suffren - 75015 Paris

381 080 225 RCS Paris

ASSEMBLÉE GÉNÉRALE MIXTE

25 JUN 2020 à 16H00

COMBINED SHAREHOLDERS MEETING

June 25, 2020 at 04:00 pm

ASSEMBLEE A HUIS CLOS

a/At

100/102 Avenue de Suffren - 75015 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account					
Nombre de bulletins Number of shares	<table border="1"> <tr> <td>Vote simple Simple vote</td> <td>Vote double Double vote</td> </tr> <tr> <td>Nominatif Registered</td> <td>Parteur Bearer</td> </tr> </table>	Vote simple Simple vote	Vote double Double vote	Nominatif Registered	Parteur Bearer
Vote simple Simple vote	Vote double Double vote				
Nominatif Registered	Parteur Bearer				
Nombre de voix - Number of voting rights					

Dans le contexte de l'épidémie du Covid-19 certaines conditions d'utilisation du formulaire de vote sont aménagées conformément au décret n° 2020-418 du 10 avril 2020

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST

CI: au verso (2) - See reverse (2)

Le vote **OUI** à tous les projets de résolutions présentés ou approuvés par le Conseil d'Administration ou le Directeur ou le Gérant, à l'EXCEPTION de ceux que je signale en notifiant comme ceci sur le formulaire ou "Abstention" ; / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote No or I abstain.

Shade the projects the resolutions non signed, in vote by notifying in case corresponding to non choice. On the draft resolutions not approved, enter my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>

5 Les amendements ou les résolutions ci-dessus énoncés en abrégés, à votre NON sauf si le sigle **J** ou **K** est inscrit sur le formulaire de vote ;
 Grande assemblée ou autre assemblée à proposition d'ajout de résolutions : voter NON unless indicated by the sigle **J** or **K** on the corresponding form.

Le directeur ou le Président de l'Assemblée générale ; / upon the Chairman of the general meeting

Le Président de l'Assemblée générale ; / upon the Chairman of the general meeting

Pour être pris en considération, votre formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned on time:

à la banque ; au lieu de vote ; / at the bank ; at the voting place
 22/06/2020
 à la société ; au lieu de vote ; / to the company ; at the voting place

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

JE DONNE POUVOIR À :

CI: au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

CI: au verso (4)
I HEREBY APPOINT : See reverse (4)
 To represent me at the above mentioned Meeting
 M. Mlle ou Mlle, Prsident Société ; Mr, Mrs or Miss, Corporate Name
 Adresse ; Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être lues et les bulletins et votes renvoyés à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire / Nom, prénom, adresse de l'assemblée
 Name, first name, address of the shareholder / Name, first name, address of the assembly
 M. Mlle ou Mlle, Prsident Société ; Mr, Mrs or Miss, Corporate Name
 No change can be made using this proxy form. See reverse (7)

Date & Signature

* Si le formulaire est reçu par voie postale, il devra être accompagné d'un pli cacheté, dans lequel sera inscrit le numéro de l'assemblée générale et le nom de l'actionnaire. Les amendements et les résolutions doivent être envoyés à la banque ou au lieu de vote.
 * If the form is received by post, it must be accompanied by a sealed envelope, in which will be written the number of the general meeting and the name of the shareholder. Amendments and resolutions must be sent to the bank or the voting place.

REQUEST FOR DOCUMENTS

In accordance with article R225-88 of the French Commercial Code, as from the date of the notice of meeting and up to and including the fifth day before the meeting, any shareholder (holder of registered shares or proof of ownership of bearer shares) may request that the Company send them the documents and information referred to in articles R225-81 and R225-83 of the French Commercial Code, using the form below.

This request may be sent by electronic means of telecommunication implemented under the conditions mentioned in article R 225-63 of the French Commercial Code to the address indicated by the shareholder, i.e. after obtaining the prior written consent of the interested shareholder indicating his or her e-mail address. This prior agreement will result from the choice expressed below by the shareholder with an indication of his or her e-mail address.

This form should be returned to:

ESI Group

100 avenue de Suffren - 75015 Paris

I, the undersigned:

Last Name:.....First name:

Address:

Zip Code.....City.....

Email address:.....

Owner of..... Registered Shares and/or Bearer shares *.

Would like to be provided with the information referred to in articles R225-81 and R225-83 of the French Commercial Code regarding the General Meeting of 25 June 2020, except those attached to the proxy/postal voting form:

- To be sent by email
- To be sent by post

Done at, on 2020

Signature

Registered shareholders may, by a single request, made by special letter, obtain from the company the documents referred to above, for each subsequent Shareholders' Meeting.

(*) Attach a certificate of participation issued by the financial institution holding the securities account.



French limited company (société anonyme)
with a share capital of €18,055,476

Registered office:
100/102, avenue de Suffren, 75015 Paris – France
Paris Trade and Company Register (RCS) number: 381 080 225
Tel.: +33 (0)1 41 73 58 00

www.esi-group.com