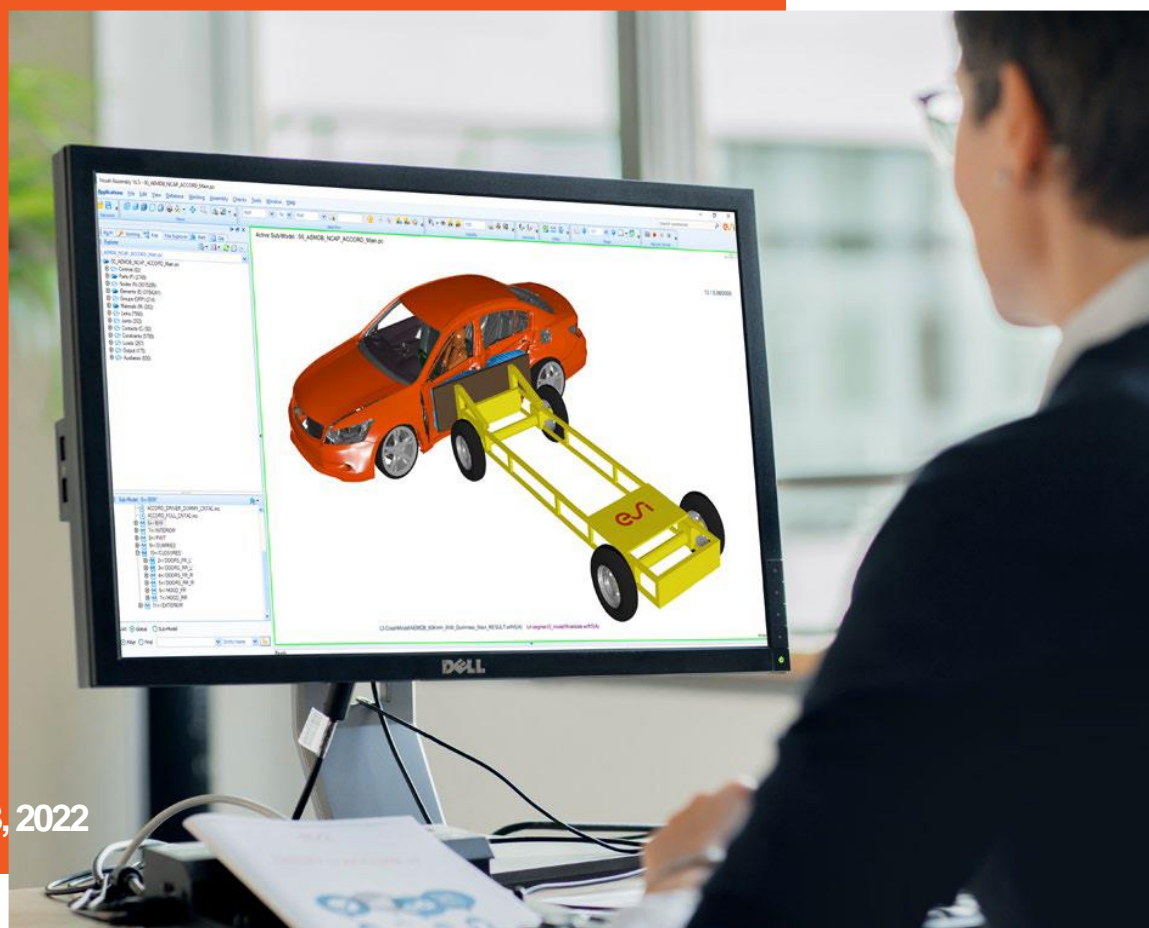


2022



COMBINED GENERAL MEETING

Information brochure



Tuesday, June 28, 2022



AGENDA

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MESSAGE TO SHAREHOLDERS

Alex DAVERN's Message

Chairman of the Board of Directors

ESI Group: new Core Strategic Vision to drive growth and new governance in line with the best market standards

2021 was a foundational year for ESI Group. It was marked by the introduction of a new Core Strategic Vision for growth, a profound governance evolution and also by the communication of its first publicly shared three-year plan. The Group led by Cristel de Rouvray and her Leadership Team demonstrated their vision for future growth and profitability and their ability to lead and transform this company. The 2021 financial results released in March 2022 validated this motion. I thank Cristel, her team, and all employees for this performance in 2021.

When joining the group's Board of Directors as Chairman a year ago, I was convinced by the value of this Group and that by releasing some historical constraints, Cristel and her team would be able to transform it into a best-in-class software company.

To unlock this value, we needed to focus our innovation and modernize our governance, and that's what we did.

A Clear and focused Core Strategic Vision (CSV)

As Cristel discusses below, she and the team introduced the new CSV to focus our innovation and drive the next phase of ESI's growth.

No majority shareholder

In May 2021, the legacy founders shareholders' agreement was terminated by its different stakeholders. The Group no longer has any majority shareholders.

Greater transparency

Continuing our journey toward more transparency in communication with its shareholders, the team unveiled the first-ever communicated three-year strategic plan.

An independent Board

Following the addition of both myself and Patrice Soudan, the former CFO and Deputy CEO of Legrand, the Board of Directors is now composed of seven Directors, including six independent ones, and is led by a Non-Executive Chairman.

The interests of ESI Group's stakeholders are now totally aligned in support of the new Core Strategic Vision and I'm convinced that the Group will unleash its full potential.



Cristel DE ROUVRAY's Message

Chief Executive Officer

2021, a turning point year for ESI Group

The introduction of our new Core Strategic Vision is designed to focus our innovation and deliver new value to our customers. ESI's CSV is:

"To be a leading software partner in selected virtual test markets, by leveraging our predictive physics IP and platform for chaining."

By focusing on our innovation on our core markets and by investing to win we will strengthen our market position and accelerate our growth by adding new value to our customers through integrating previously siloed steps in the engineering workflow, to accelerate our customers time to market. In addition, we are also globalizing our distribution and executing in a more consistent fashion.

In 2021 we also successfully steered our company through a governance change, announced our redefining three-year strategic plan, and demonstrated considerable performance improvements. We reignited growth (€136.6 million, +4.6% YoY at constant exchange rate) and more than doubled our Adjusted EBIT margin (from 4.5% to 9.6%). On this excellent foundation, we now enter the 1st year of our "OneESI 2024 - Focus to grow" plan. Across the globe, all our stakeholders are now experiencing the early benefits of this significant change in our ability to focus and drive results. I am confident in our ability to deliver our communicated multi-year objectives and long-term value to our shareholders by repositioning our Group.

We are entering a period of unprecedented change in our history, driven and accelerated by our "OneESI 2024 - Focus to Grow" plan. In 2022, we are becoming more global, more user-friendly, more reliable, more ambitious, to address all the needs of our customers to become one of their key software solutions partners.

Now more than ever, our talents are mobilized to deliver ESI Group's full value to industry.

Thank you to all our shareholders for their support and confidence. They can count on our collective motivation and enthusiasm to make ESI Group a reference in its sector.

To be a leading software partner in selected virtual test markets, by leveraging our predictive physics IP and platform for chaining.

€136.6 M
Revenue

€12.7 M
Adjusted EBIT





ESI Group in figures

The Group's improved performance forms the basis of the "OneESI 2024 – Focus to Grow" strategic plan for increased growth and profitability. The 2021 results confirm that ESI Group continues to deliver on its commitments. Fiscal year 2021 marks the first significant improvement in profitability; the result of the actions undertaken for over a year now while boosting growth.



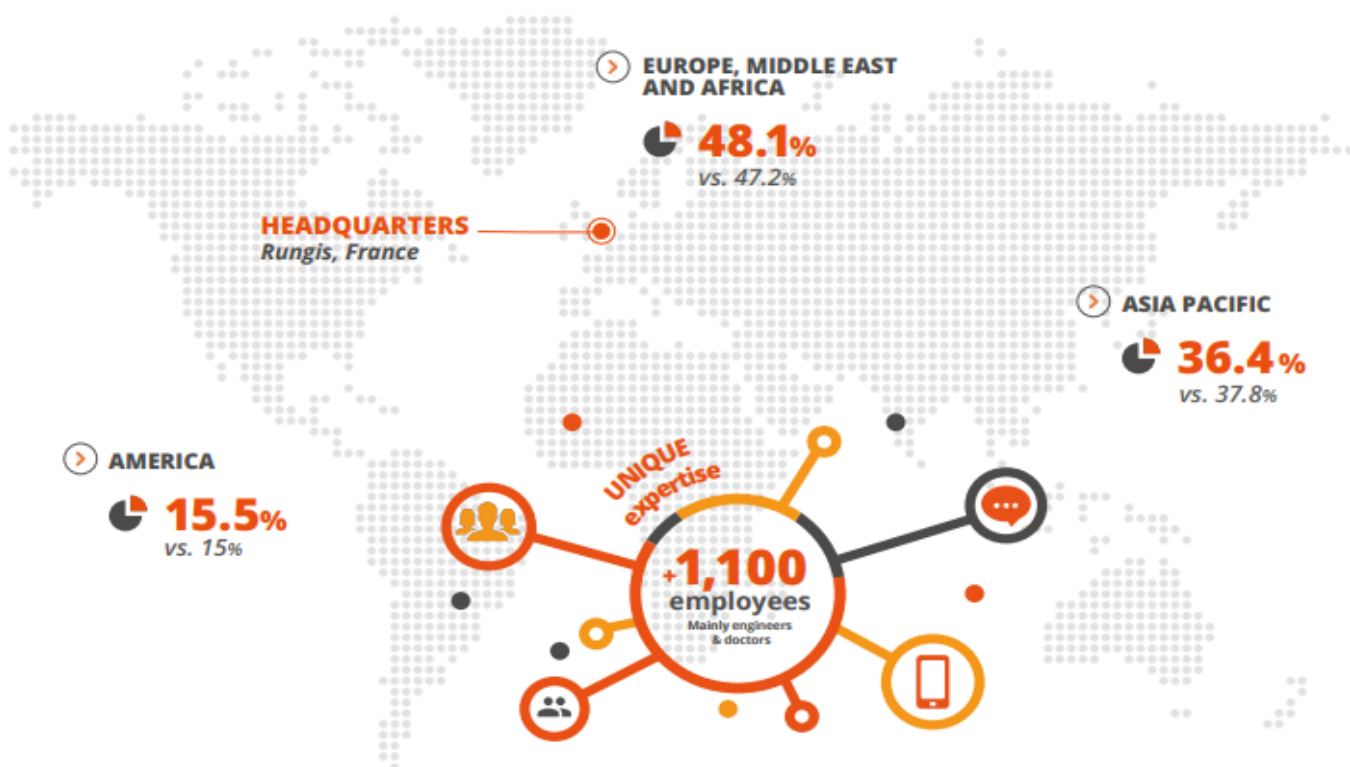
€136.6 M
REVENUE

+ 4.6% cer
REVENUE'S EVOLUTION

€12.7 M
ADJUSTED EBIT ⁽¹⁾

Global reach

 **+ 20** Present in **countries**



(1) Adjusted EBIT is a non-GAAP indicator based on EBIT (IFRS). Adjusted EBIT corresponds to EBIT before stock-based compensation expenses, restructuring charges, impairment charges and amortization of intangibles charges related to acquisition, the application of IFRS 16 standard on leases and other non-recurring items.



Strategic plan

"OneESI 2024 – Focus to Grow"

A three-year & self-help plan

In October 2021, ESI Group announced a three-year strategic plan named "OneESI 2024 – Focus to Grow". To increase its performance both in term of revenue and in term of profitability, the Group built a self-help plan founded on the focus of its teams on core activities. To help in this focus exercise, the Group unveiled a new Core Strategic Vision: "Being a **leading software partner** in selected **virtual test markets**, leveraging its **predictive physics IP** and **platform for chaining**".

A plan to multiply the value created for its customers

Thanks to the implementation of its strategic plan, the Group is strengthening its value proposition for its customers.

It is based on **4 main levers**:



2024 Ambitions

- A high single-digit growth
- An adjusted EBIT to exceed 20%

At constant exchange rate	2022	2023	2024
Revenue (adjusted for special projects) ⁽¹⁾	4% – 6%	6% – 8%	7% – 9%
Adjusted EBIT ⁽²⁾	10% – 12%	15% – 17%	20% – 22%

In the light of recent events and the Russian aggression against Ukraine over the last weeks, ESI Group has decided to suspend all business development with Russia and Belarus customers, which represents less than 1.5% of revenues in 2021.

To achieve this plan, ESI counts on its key levers

A confirmed opportunity in a growing and vibrant simulation market

A renewed operating model

Best-in-class governance practices

Committed teams

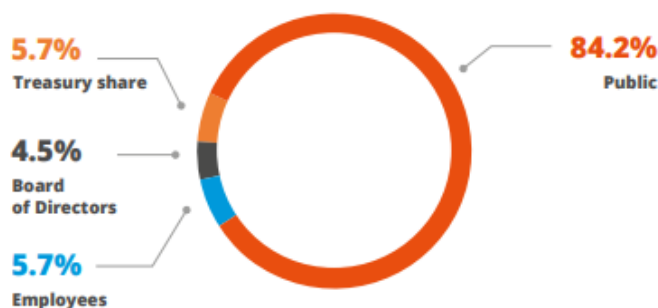
(1) For the 3-year plan, the growth of revenue excludes special projects.

(2) Adjusted EBIT is a non-GAAP indicator based on EBIT (IFRS). Adjusted EBIT corresponds to EBIT before stock-based compensation expenses, restructuring charges, impairment and amortization of intangibles related to acquisition, IFRS 16 standard on leases and other non-recurring items.



CAPITAL & VOTING RIGHTS IN DECEMBER 31, 2022

Shareholding Structure



Voting rights Breakdown

Number of shares	Number of theoretical voting rights *	Number of voting rights **
6,064,092	8,116,303	7,771,695

* The number of theoretical voting rights is calculated based on all shares eligible for voting right (single or double), including shares temporarily deprived of voting rights (treasury shares).

** All Group shares have equal right to vote, except treasury shares, which are deprived of the right to vote, and registered shares held for more than four years that are eligible for double voting rights.



KEY EVENTS AFTER THE COMPANY'S FINANCIAL YEAR-END

Russia – Ukraine conflict

In the light of recent events and the Russian aggression against Ukraine over the last weeks, ESI Group has decided to suspend all business development with Russian and Belarus customers, which represents less than 1.5% of revenues in 2021.

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

Closing date	31/12/2021	31/12/2020	31/12/2019	31/01/2019	31/01/2018
Duration of financial year <i>(number of months)</i>	12	12	11	12	12
Capital at balance sheet date					
Share capital <i>(in euros)</i>	18,192,423	18,109,776	18,055,476	18,053,676	18,049,326
Number of shares					
♦ ordinary shares	6,064,141	6,036,592	6,018,492	6,017,892	6,016,442
♦ preference shares					
Maximum number of shares to be created					
♦ via convertible bonds					
♦ Via subscription rights	180,861	120,210	205,334	151,448	108,843
Operations and results <i>(in euros)</i>					
Revenue (excl. Tax)	85,820,626	82,935,829	55,295,671	86,022,988	83,883,977
Earnings before tax, employee profit-sharing, allowances for amortization and provisions	6,806,831	28,948,002	(2,973,365)	27,025,120	31,555,313
Income tax	3,026,196	3,122,046	(3,024,257)	(2,698,695)	(2,228,379)
Employee profit-sharing					
Allowances for amortization and provisions	37,826,054	47,244,034	33,849,027	26,903,999	28,762,466
Net income	(27,993,027)	(15,173,986)	(27,851,406)	2,819,816	5,546,976
Distributed earnings					
Earnings per share <i>(en euros)</i>					
Earnings after tax and employee profit-sharing, before allowances for amortization and provisions	1.44	5.31	(0.21)	4.94	5.70
Earnings after tax, employee profit-sharing, allowances for amortization and provisions	(4.62)	(2.51)	(4.63)	0.47	0.92
Dividend					
Personnel					
Average headcount ⁽¹⁾	234	259	258	264	243
Payroll <i>(in euros)</i>	17,877,629	16,903,205	15,027,428	15,880,764	14,766,952
Amounts paid in benefits (social security, social welfare, etc.) <i>(in euros)</i>	8,500,368	7,689,415	6,969,914	7,466,508	6,971,314

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

PARTICIPATION TERMS AND CONDITIONS

WARNING

Shareholders are invited to regularly consult the section dedicated to the General Meeting on <https://investors.esi-group.com/shareholders-meeting> in order to have access to all the up-to-date information regarding the General Meeting.

Given the context of the Covid-19 pandemic, the Company may be required to modify the current specific procedures for holding this Annual General Meeting in accordance with the legal provisions.

I. Participation procedures at the General 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 on the second business day preceding the meeting, so on June 24, 2022, by midnight, Paris time:

- 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 25, 2022.

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

II. Voting procedures at the General Meeting

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

- Send a proxy to the company without indicating a representative, which is equivalent to giving power to the chairman of the general meeting,
- 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 22, 2022 at the latest.

PARTICIPATION TERMS AND CONDITIONS

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 25, 2022, 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 24, 2022.

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 24, 2022.

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 24, 2022, 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 24, 2022, 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.

III – 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 headquarter: ESI Group – To attention to Legal Department - 3bis rue Saarinen, Immeuble le Séville, 94528 Rungis cedex, 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 24, 2022. 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.



PARTICIPATION TERMS AND CONDITIONS

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.

IV – 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 headquarters, 3 bis rue Saarinen, Immeuble Le Séville, 94528 Rungis Cedex, France, 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 7, 2022.



AGENDA

DECISIONS FALLING WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the financial year ended December 31, 2021
2. Approval of the total expenses and charges not deductible from profits subject to income tax
3. Approval of the consolidated financial statements for the financial year ended December 31, 2021
4. Allocation of net profit for the year
5. Special report of the Statutory Auditors on the regulated agreements and commitments referred to in Article L. 225-38 of the French Commercial Code
6. Renewal of Véronique Jacq's mandate as Director
7. Renewal of Rajani Ramanathan's mandate as Director
8. Ratification of co-optation of Patrice Soudan as Director
9. Renewal of Charles-Helen des Isnards's mandate as Board observer
10. Approval of the total compensation paid or allocated to the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers for the financial year ended on December 31, 2021, in accordance with Article L. 22-10-34 I of the French Commercial Code
11. Approval of the components of the total compensation paid or allocated to Alain de Rouvray, Chairman of the Board of Directors until February 8, 2021, for the financial year ended on December 31, 2021
12. Approval of the components of the total compensation paid or allocated to Alex Davern, Chairman of the Board of Directors since February 8, 2021, for the financial year ended on December 31, 2021
13. Approval of the components of the total compensation paid or allocated to Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2021
14. Approval of the components of the total compensation paid or allocated to Vincent Chaillou, Chief Operating Officer until June 22, 2021, for the financial year ended on December 31, 2021
15. Approval of the remuneration policy for the Chairman of the Board of Directors for 2022 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code
16. Approval of the remuneration policy for the Chief Executive Officer for 2022 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code
17. Approval of the remuneration policy for the members of the Board of Directors for 2022 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code
18. Authorization for the Board of Directors to buy back the Company's own shares in accordance with article L. 22-10-62 of the French Commercial Code

DECISIONS FALLING WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

19. Delegation of authority to the Board of Directors to award free shares to eligible employees and corporate officers of the Company and its affiliates
20. Amendment of Article 11 of the Company's articles of association: Board of Directors organization (age limit of the chairman of the Board of directors)
21. Amendment of Article 14 II of the Company's articles of association: Executive management (age limit of the Chief Executive Officer)
22. Amendment of Article 15 of the Company's articles of association: Compensation of Directors (new compensation policy)

JOINT DECISIONS

23. Powers to carry out formalities

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING OF JUNE 28, 2022

DECISIONS FALLING WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

► First, second, third and fourth resolutions



Statement of reasons

To increase its competitiveness, ESI implemented a transformation of its management and a reduction in headcount in the various regions of the Group in accordance with the legal rules applicable to each of them. ESI also decided to disengage from non-core software development projects or non-strategic research projects outside the Group's three offerings. This restructuring and transformation plan impacted the parent company financial statements with provisions for reduction in headcount and impairment of intangibles.

Having reviewed the management report of the Board of Directors, the reports of the Statutory Auditors on financial statements, you are asked to vote on the parent company and consolidated financial statements for the financial year ended December 31, 2021, and on the transactions reflected therein or summarized in these reports.

At December 31, 2021:

- The Company financial statements showed a negative result of - €27,993,026.85;
- The total expenses and charges not deductible from profits subject to income tax, equal to €257,088;
- The Company's consolidated financial statements showed a negative net result of -€18,474,017.
- The General Meeting is requested to allocate the deficit of - €27,993,026.85 as follows:
 - €0 to the legal reserve;
 - -€27,993,026.85 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 - €29,738,641.95.

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

► First resolution

Approval of the parent company financial statements for the financial year ended December 31, 2021

The General Meeting, having reviewed the management report of the Board of Directors, 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, 2021, approves the financial statements and balance sheet, as presented, showing a deficit of - €27,993,026.85.

It approves the transactions reflected in said financial statements or summarized in said reports.

► Second resolution

Approval of the total expenses and charges not deductible from profits subject to income tax

The General Meeting, having reviewed the management report of the Board of Directors, 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, 2021, approves the total expenses and charges not deductible from profits subject to income tax, equal to €257,088.

► Third resolution

Approval of the consolidated financial statements for the financial year ended December 31, 2021

The General Meeting, having reviewed the management report of the Board of Directors, and the reports of the Statutory Auditors on the consolidated financial statements and the consolidated financial statements as at December 31, 2021, approves these financial statements as presented, resulting in -€18,474,017.

► Fourth resolution

Allocation of net profit for the year

The General Meeting, noting that the net deficit for the year ended December 31, 2021 amounted to -€27,993,026.85, decides, on a proposal from the Board of Directors, to allocate the result as follows:

Current position:

- Net result for the year: -€27,993,026.85;
- Retained earnings: -€1,745,615.10;
- Total to be allocated: -€27,993,026.85.

Allocated as follows:

- €0 to the legal reserve;
- -€27,993,026.85 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 - €29,738,641.95.

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

► Fifth resolution

Special report of the Statutory Auditors on the regulated agreements and commitments 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 presented in section 2.6 of the 2021 Universal Registration Document, the General Meeting is requested to acknowledge that during the financial year ended on December 31, 2021, one new agreement gave rise to the procedure provided for in Articles L. 225-38 et seq. of the French Commercial Code mentioning the presence of one new regulated agreement for the period of June 23, 2021 until August 26, 2021 concerning Vincent Chaillou as employee and Board member of the Company.

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 agreement referred to therein.

► Sixth and seventh resolutions

Q Statement of reasons

As the directorships of Véronique Jacq and Rajani Ramanathan expire at the end of this General Meeting, the shareholders are requested to renew their respective directorship for a term of four years, until the General Meeting to be convened in 2026 to approve the financial statements for 2025 financial year. The Board of Directors reminds the General Meeting that Véronique Jacq and Rajani Ramanathan have been Director of the Company since 2014. Each respective biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2021 Universal Registration Document.

► Sixth resolution

Renewal of Véronique Jacq's mandate as Director

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and noting that the term of office of Véronique Jacq expires at the end of the General Meeting, resolves to renew her directorship for a term of four years, expiring at the end of the General Meeting to be convened in 2026 to approve the financial statements for 2025 financial year.

► Seventh resolution

Renewal of Véronique Jacq's mandate as Director

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and noting that the term of office of Rajani Ramanathan expires at the end of the General Meeting, resolves to renew her directorship for a term of four years, expiring at the end of the General Meeting to be convened in 2026 to approve the financial statements for 2025 financial year.

► Eighth resolution

Ratification of co-optation of Patrice Soudan as Director

Q Statement of reasons

In accordance with Article L. 225-24 of the French Commercial Code, the Board of Directors Meeting of September 3, 2021 co-opted Patrice Soudan as a Director for the remaining term of Vincent Chaillou, resigning from his mandate of Director, until the General Meeting to be convened in 2024 to approve the financial statements for 2023 financial year. The General Meeting is asked to ratify this co-optation. Following the recommendation of the Nomination and Governance Committee, the Board of Directors proposes to the General Meeting the appointment of Patrice Soudan as an independent Director for a term of four years. Patrice Soudan's biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2021 Universal Registration Document.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, decides, to ratify the cooptation of Patrice Soudan for the remaining term of office of Vincent Chaillou, resigning from his mandate of Director.

This term of office will expire at the end of the General Meeting to be convened in 2024 to approve the financial statements for 2023 financial year.

► Ninth resolution

Renewal of Charles-Helen des Isnards's mandate as Board observer

Q Statement of reasons

As the term of office of Charles-Helen des Isnards expires at the end of this General Meeting, the shareholders are requested to renew his mandate as Board observer for a term of one year expiring at the end of the General Meeting to be convened in 2023 to approve the financial statements for 2022 financial year. Charles-Helen des Isnards will continue to provide his expertise in finance and advice in banking relations. His biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2021 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 Charles-Helen des Isnards expires at the end of the General Meeting, resolves to renew his mandate as Board observer for a term of one year, expiring at the end of the General Meeting to be convened in 2023 to approve the financial statements for 2022 financial year.

► Tenth, eleventh, twelfth, thirteenth and fourteenth resolutions

Q Statement of reasons

In accordance with Article L. 22-10-34 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 paid or allocated to the Chairman of the Board of Directors, Chief Executive Officer and Chief Operating Officer in respect to their mandate.

The compensation was paid or awarded in accordance with the compensation policy approved by the Shareholders' Meeting on June 22, 2020. It is reminded that payment of the variable and exceptional compensation is contingent upon shareholder's approval at the 2022 Shareholders' Meeting.

These components of the remuneration, approved by the Board of Directors under the recommendation of the Compensation Committee, are presented in the report of the Board of Directors on corporate governance in section 2.4 of the 2021 Universal Registration Document.

► Tenth resolution

Approval of the total compensation paid or allocated to the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer for the financial year ended on December 31, 2021, in accordance with Article L. 22-10-34 I of the French Commercial Code

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the compensation paid or allocated to corporate officers during the financial year ended 31 December 2021, as described in paragraph 2.4 and in particular 2.4.3.1.13 of the Company's 2021 Universal Registration Document.

► Eleventh resolution

Approval of the components of the total compensation paid or allocated to Alain de Rouvray, Chairman of the Board of Directors until February 8, 2021, for the financial year ended on December 31, 2021

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated for the financial year ended on December 31, 2021 to Alain de Rouvray, Chairman of the Board of Directors until February 8, 2021, as described in paragraph 2.4.3.1.13 of the Company's 2021 Universal Registration Document.

► Twelfth resolution

Approval of the components of the total compensation paid or allocated to Alex Davern, Chairman of the Board of Directors since February 8, 2021, for the financial year ended on December 31, 2021

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated for the financial year ended on December 31, 2021 to Alex Davern, Chairman of the Board of Directors since February 8, 2021, as described in paragraph 2.4.3.1.1 of the Company's 2021 Universal Registration Document.

► Thirteenth resolution

Approval of the components of the total compensation paid or allocated to Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2021

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated for the financial year ended on December 31, 2021 to Cristel de Rouvray, Chief Executive Officer, as described in paragraph 2.4.3.1.13 of the Company's 2021 Universal Registration Document.

► Fourteenth resolution

Approbation des éléments composant la rémunération totale versée ou attribuée à Vincent Chaillou, Directeur général délégué jusqu'au 22 juin 2021, au titre de l'exercice clos le 31 décembre 2021

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated for the financial year ended on December 31, 2021 to Vincent Chaillou, Chief Operating Officer until June 22, 2021, as described in paragraph 2.4.3.1.13 of the Company's 2021 Universal Registration Document.

► Fifteenth, sixteenth and seventeenth resolutions

Statement of reasons

In accordance with Article L. 22-10-8 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 Officer, in respect to their mandate for 2021 financial year.

The remuneration policy applicable to corporate officers, approved by the Board of Directors under the recommendation of the Compensation committee, is presented in the report of the Board of Directors on corporate governance in section 2.4.1 of the 2021 Universal Registration Document.

► Fifteenth resolution

Approval of the remuneration policy for the Chairman of the Board of Directors for 2022 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the French Commercial Code, approves the remuneration policy attributable to the Chairman of the Board of Directors for the 2022 financial year, as described in this report and set out in paragraph 2.4.1.1 of the Company's 2021 Universal Registration Document.

► Sixteenth resolution

Approval of the remuneration policy for the Chief Executive Officer for 2022 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the French Commercial Code, approves the remuneration policy attributable to the Chief Executive Officer for the 2022 financial year, as described in this report and set out in paragraph 2.4.1.2 of the Company's 2021 Universal Registration Document.

► Seventeenth resolution

Approval of the remuneration policy for the members of the Board of Directors for 2022 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and in accordance with Articles L. 22-10-8 II and R. 22-10-14 of the French Commercial Code, approves the remuneration policy attributable to members of the Board of Directors for the 2022 financial year, as described in this report and set out in the paragraph 2.4.1.1 of the Company's 2021 Universal Registration Document.

► Eighteenth resolution

Authorization for the Board of Directors to buy back the Company's own shares in accordance with article L. 22-10-62 of the French Commercial Code



Statement of reasons

As the existing authorization will expire in December 2022, 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 28, 2022.

It is proposed to set the maximum purchase price at €110 (hundred and ten) per share. Pursuant to current legislation, the maximum number of shares that may be purchased is limited to 10% of the capital, taking into account the treasury stock already held by the Company, 5.67% as at December 31, 2021. Stated otherwise the Company will not be allowed to pay out more than €29,000,000 (twenty-nine 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.

For information purposes, the use of the previous authority is reported in the paragraph 2.5.3 of the present Company's Universal Registration Document for the year ending December 31, 2021.

The General Meeting, having reviewed the report of the Board of Directors in accordance with Article L. 22-10-62 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 28, 2022, 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 February 15, 2019 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 €110 (hundred and ten) ;
 3. Decides to fix the maximum amount that the Company may spend within the framework of this buyback program at €29,000,000 (twenty nine million) ;
 4. Acknowledges that this authorization shall render ineffective the previous authorization granted by the twenty-first resolution of the Combined General Meeting of June 22, 2021 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.

DECISIONS FALLING WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

► Nineteenth resolution

Delegation of authority to the Board of Directors to award free shares to eligible employees and corporate officers of the Company and its affiliates

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 2020 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 120,000 shares, representing around 2% of the share capital existing on June 28, 2022.

ESI objective is to align with best practices with companies that ESI competes with for talent, to attract and retain the needed talents to achieve the three-year strategic objectives.

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. 225-197-2 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. 225-197-2 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 Articles L. 225-197-1 et seq., L. 225-197-2, L. 22-10-59 and L. 22-10-60 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 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 2% of the share-capital existing on the date of grant of the free shares by the Board of Directors and limited to 120,000 shares;
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:
 - a. determine whether to grant existing shares or whether to issue shares for such purpose,
 - b. 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, if any, 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,
 - c. carry out, if applicable, the increase of the share capital of the Company at the end of the vesting period,
 - d. 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
 - e. 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 twentieth resolution of the Combined General Meeting held on June 25, 2020.

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.

► Twentieth and twentieth-first resolutions

Statement of reasons

On the recommendation of the Nomination and Governance Committee in order to be aligned with best market practices and in the context of improvement and evolution of his governance, the Board of Directors, which met on 28 February 2022, decided to propose to the General Meeting, that the Company's Articles of Association be amended to lower (i) the age limit for the Chairman of the Board of Directors to 75 years and (ii) the age limit for the Chief Executive Officer to 65 years.

It is reminded that the current age limit for both Chairman of the Board of Directors and Chief Executive Officer is at 80 years.

► Twentieth resolution

Amendment of Article 11 of the Company's articles of association: Board of Directors organization (age limit of the Chairman of the Board of Directors)

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, decides to lower the age limit for the Chairman of the Board of Directors to 75 years and consequently to amend the second paragraph of the article 11 of the Company's articles of association as follows, and the rest of the article remaining unchanged:

"No one over the age of 75 may be appointed Chairman of the Board of Directors. If the current Chairman age, he shall be deemed to have resigned automatically."

► Twenty-first resolution

Amendment of Article 14 II of the Company's articles of association: Executive management (age limit of the Chief Executive Officer)

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, decides to lower the age limit for the Chief Executive Officer to 65 years and consequently to amend the fourth paragraph of the article 14 II "General Management" of the Company's articles of association as follows, and the rest of this paragraph and the article remaining unchanged:

"In order to perform his duties, the Chief Executive Officer must be less than 65 years old."

► Twenty-second resolution

Amendment of Article 15 of the Company's articles of association: Compensation of Directors (new compensation policy)

Statement of reasons

Following the related new Board compensation policy of Directors approved by the Board of Directors which met on November 19, 2021 on the recommendation of the Compensation Committee, it is proposed to the General Meeting to amend the Article 15 of the Company's articles of association relative to the Compensation of Directors.

It is reminded that the of the total annual amount of compensation to be allocated to members of the Board of Directors decided by the General meeting hold on June 25, 2021, is set up at €450,000.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, decides to amend the article 15 of the Company's articles of association as follows:

"The Board of Directors may receive a fixed annual amount to be deducted from the general expenses. This total amount, fixed by the General Shareholders' Meeting, is maintained until a new decision is taken."

The Board of Directors shall distribute the amount of the compensation among its members as it sees fit."

The compensation of the Chairman of the Board of Directors and of the Chief Executive Officer shall be decided by the Board of Directors; it may be fixed or proportional or both fixed and proportional."

No other compensation, permanent or otherwise, than that provided for herein, may be allocated to members of the Board of Directors, unless they are bound to the Company by an employment contract under the conditions authorized by law."

JOINT DECISIONS

► Twenty-third 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.

MEMBERS OF THE BOARD OF DIRECTORS

Board of directors determines the orientations of the activity and ensures their implementation



Alex Davern

Independent Board member
Chairman of the Board of Directors
since February 8, 2021
Chairman of the Nomination and
Governance Committee

- Born: 09/23/1966
- Nationalities: Irish, American
- Shares held* : 12,024



Cristel de Rouvray

Board member
Chief Executive Officer
Chairwoman of the Strategic
Committee

- Born: 10/15/1976
- Nationalities: French, American
- Shares held* : 253,054



Patrice Soudan

Independent Board member
Chairman of the Audit Committee
since January 1, 2022

- Born: 09/29/1958
- Nationality: French
- Shares held* : 2,100



Eric d'Hotelans

Independent Board member
Chairman of the Compensation
Committee

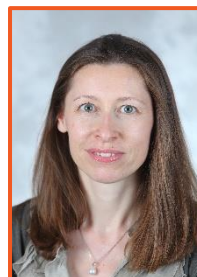
- Born: 07/03/1950
- Nationality: French
- Shares held* : 261



Rajani Ramanathan

Independent Board member
Chairwoman of the Technology &
Marketing Committee

- Born: 03/25/1967
- Nationalities: American, Indian
- Share held* : 1



Véronique Jacq

Independent Board member
Chairwoman of the Audit
Committee until December 31,
2021

- Born: 01/02/1968
- Nationality: French
- Shares held* : 157



Yves de Balmann

Independent Board member

- Born: 05/28/1946
- Nationalities : French, American
- Share held* : 1



Charles-Helen des Isnards

Observer since February 8, 2021

- Born: 01/01/1945
- Nationality : French
- Shares held* : 3 551

* Situation as at 31 December 2021 - See section 8.2.5 of the 2021 Universal Registration Document for all shares held, if any, in both registered and bearer form at the date of publication of this document



MEMBERS OF THE BOARD OF DIRECTORS

WHOSE TERMS ARE SUBMITTED TO THE VOTE

Véronique Jacq

A Civil Engineer and graduate of the École des Mines de Paris (French engineering school), Véronique Jacq began her career in the Nuclear Safety Authority (1994-2000). In 1997, she was appointed Deputy Director in charge of monitoring the safety of EDF nuclear power plants. In 2000, she joined Anvar (now BPI France) as Director of Business Development. In 2003, she joined the 2nd Chamber of the French Court of Auditors, where she was responsible for auditing financial statements and management reports of companies and government agencies as well as international organizations. In 2007, she joined CDC Entreprises, a CDC subsidiary company specializing in private equity, and in 2010 became Deputy General Manager in charge of Business Development. In 2012, she took responsibility for the investment activity in digital startups first at CDC Entreprises and then at Bpifrance as of 2013. The Digital Venture activity she is piloting in Bpifrance covers seed and venture capital operations in enterprise software, consumer, marketplaces, hardware, IoT (€700 millions under management).



Current offices held (outside the Group):

- Member of the Board of the company Evaneos
- Member of the Board of the company OpenClassrooms
- Member of the Board of the company Scalify
- Board observer of the company Acinq
- Board observer of the company Uavia

Rajani Ramanathan

Rajani Ramanathan has held a variety of positions, from running her own companies to scaling a multi-billion company from a startup to a fully operational business. Currently she serves as an Independent board member of Guidewire which is the platform P&C insurers trust to engage, innovate, and grow efficiently. She also sits on the board of Hayden.ai and Vayu technologies corp. She serves as a board advisor and/or investor in several technology startups including Cere.ai, Invicara, Feathercap and has previously advised companies such as Pipefy, CloudCherry (acquired by Cisco), Medium, Realine Technology, Lifograph, Traction Labs, Relatas, Growbot to name a few.

She joined Salesforce.com in 2000, when it was a small startup, and she helped build it into a high growth Fortune 500 company during her tenure of 14 years. In her most recent role as COO (EVP) of Technology & Products, her responsibilities spanned from delivering highly innovative products, while ensuring every employee can do the best work in their careers. In 2014, she was awarded the YWCA TWIN (Tribute to Women and Industry) Award, which has long been considered one of Silicon Valley's most prestigious awards honoring women who exemplify leadership excellence in executive-level positions.



Current offices held (outside the Group):

- Member of the Board of Vayu
- Member of the Board of Guidewire
- Member of the Board of Hayden.ai



MEMBERS OF THE BOARD OF DIRECTORS **WHOSE** **TERMS ARE SUBMITTED TO THE VOTE**

Patrice Soudan

Patrice Soudan, a French citizen, was born on September 29, 1958. He held various positions in finance in an international audit firm and in the food industry before joining Legrand in 1991.

He began his career as Management Controller, then Director of Management Control, and finally Group Chief Financial Officer in 2001.

He was appointed Deputy Chief Executive Officer and member of Legrand's Executive Committee in 2008, taking over the management of the group's main industrial division, and then of all the group's industrial divisions and operations as of 2014 until the end of 2018.



Current office held (outside the Group):

- President de P3C Management

Charles-Helen des Isnards



Charles-Helen des Isnards, Board member until February 8, 2021, date of his appointment as observer.

He is a graduate of the Paris Institute of Political Studies and holds a degree in law. After an international career within BUE, UBAF and CIC Group in France and in Italy, Charles-Helen des Isnards contributed to the creation of CIC Finance as member of the Board. He served as Deputy Chief Executive Officer of CM-CIC Corporate Advisory until September 2012.

Current office held (outside the Group):

- Member of the Board of the Day-Solvay Foundation



WELL-BALANCED CORPORATE GOVERNANCE

A BOARD OF DIRECTORS MADE UP OF



5 SPECIALIZED COMMITTEES

Strategic Committee

Audit Committee

Nomination
and Governance Committee
(including CSR)

Compensation Committee

Technology
and Marketing Committee

MEMBERS OF THE LEADERSHIP TEAM (ELT)

The Leadership Team (ELT) 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 ELT 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.

Leadership Team



Cristel de Rouvray
Chief Executive Officer



Florence Barré
Chief of Staff



Yannick Charron
Vice-President
Human Resources



Ajit Gokhale
Executive
Vice-President Engineering



Francis Griffiths
Executive
Vice-President Sales



Dominique Lefebvre
Senior Vice-President
Product Development
Planning



Emmanuel Leroy
Executive Vice-President
Product, Innovation &
Industry Solutions



Corinne Romefort-Régnier
Senior Vice-President General
Secretary & Governance



Mike Salari
Corporate Chief
Operating Officer,
Revenue Generation



Olfa Zorgati
Executive Vice-President
Operations &
Chief Financial Officer

HOW TO VOTE

How to complete the voting form?

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 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



Société anonyme au capital de 18.192.423 euros
Siège social : 3 bis rue Saarinen, Immeuble le Séville
94258 Rungis Cedex
381 080 225 RCS Créteil

ASSEMBLÉE GÉNÉRALE MIXTE
Mardi 28 Juin 2022 à 13H30
COMBINED GENERAL MEETING
Tuesday June 28, 2022 at 01:30 p.m.
à/At Siège social :
3 bis rue Saarinen, Immeuble le Séville,
94528 Rungis cedex

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

To vote by post,
mark this box

<input type="checkbox"/> JE VOTE PAR CORRESPONDANCE / I VOTE BY POST Cf. au verso (2) - See reverse (2)										Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.		<input type="checkbox"/> 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)		<input type="checkbox"/> JE DONNE POUVOIR À : Cf. au verso (4) I HEREBY APPOINT: See reverse (4) M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name Adresse / Address	
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire 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.										A		B		C	
1 Non / No <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 <input type="checkbox"/> 6 <input type="checkbox"/> 7 <input type="checkbox"/> 8 <input type="checkbox"/> 9 <input type="checkbox"/> 10 <input type="checkbox"/>										Oui / Yes <input type="checkbox"/>		Non / No <input type="checkbox"/>		Oui / Yes <input type="checkbox"/>	
Abs. <input type="checkbox"/>										Abs. <input type="checkbox"/>		Abs. <input type="checkbox"/>		Non / No <input type="checkbox"/>	
11 Non / No <input type="checkbox"/> 12 <input type="checkbox"/> 13 <input type="checkbox"/> 14 <input type="checkbox"/> 15 <input type="checkbox"/> 16 <input type="checkbox"/> 17 <input type="checkbox"/> 18 <input type="checkbox"/> 19 <input type="checkbox"/> 20 <input type="checkbox"/>										C		D		E	
Abs. <input type="checkbox"/>										Oui / Yes <input type="checkbox"/>		Non / No <input type="checkbox"/>		Oui / Yes <input type="checkbox"/>	
21 Non / No <input type="checkbox"/> 22 <input type="checkbox"/> 23 <input type="checkbox"/> 24 <input type="checkbox"/> 25 <input type="checkbox"/> 26 <input type="checkbox"/> 27 <input type="checkbox"/> 28 <input type="checkbox"/> 29 <input type="checkbox"/> 30 <input type="checkbox"/>										E		F		F	
Abs. <input type="checkbox"/>										Non / No <input type="checkbox"/>		Non / No <input type="checkbox"/>		Non / No <input type="checkbox"/>	
31 Non / No <input type="checkbox"/> 32 <input type="checkbox"/> 33 <input type="checkbox"/> 34 <input type="checkbox"/> 35 <input type="checkbox"/> 36 <input type="checkbox"/> 37 <input type="checkbox"/> 38 <input type="checkbox"/> 39 <input type="checkbox"/> 40 <input type="checkbox"/>										G		H		G	
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41 Non / No <input type="checkbox"/> 42 <input type="checkbox"/> 43 <input type="checkbox"/> 44 <input type="checkbox"/> 45 <input type="checkbox"/> 46 <input type="checkbox"/> 47 <input type="checkbox"/> 48 <input type="checkbox"/> 49 <input type="checkbox"/> 50 <input type="checkbox"/>										J		K		J	
Abs. <input type="checkbox"/>										Non / No <input type="checkbox"/>		Non / No <input type="checkbox"/>		Non / No <input type="checkbox"/>	
Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante : In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box: - Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting <input type="checkbox"/> - Je m'abstiens. / I abstain from voting <input type="checkbox"/> - Je donne procuration [cf. au verso renvoi (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf <input type="checkbox"/> Pour être pris en considération, tout formulaire doit parvenir au plus tard : To be considered, this completed form must be returned no later than: sur 1 ^{ère} convocation / on 1 st notification sur 2 ^{ème} convocation / on 2 nd notification à la banque / to the bank 25 juin 2022 Zéro heure, heure de Paris à la société / to the company CIC par e-mail : serviceproxy@cic.fr										Date & Signature					

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

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 18,
2021

Date and sign here

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

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, noter 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 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



Société anonyme au capital de 18.192.423 euros
Siège social : 3 bis rue Saarinen, Immeuble le Séville
94258 Rungis Cedex
381 080 225 RCS Créteil

ASSEMBLÉE GÉNÉRALE MIXTE
Mardi 28 juin 2022 à 13H30
COMBINED GENERAL MEETING
Tuesday June 28, 2022 at 01:30 p.m.
à/At Siège social :
3 bis rue Saarinen, Immeuble le Séville,
94528 Rungis cedex

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

Identifiant - Account
Nombre d'actions
Number of shares
Nominatif Registered
Porteur Bearer
Vote simple
Single vote
Vote double
Double vote
Nombre de voix - Number of voting rights

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

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant 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.

Sur les projets de résolutions non agréés, je vote en notifiant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

☐ 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

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 (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

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"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en notifiant la case correspondante :

In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting.

- Je m'abstiens. / I abstain from voting.

- Je donne procuration (cf. au verso renvoi (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom.
I appoint [see reverse (4)] Mr., Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank
à la société / to the company

25 juin 2022 Zéro heure, heure de Paris
CfC par e-mail : serviceproxy@cfc.fr

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / mandat), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

REQUEST FOR DOCUMENTS AND INFORMATION

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 indicating his or her e-mail address.

This form should be return to:

ESI Group

To attention to Legal Departement

3bis rue Saarinen – Immeuble Le Séville

94528 Rungis Cedex

France

I, undersigned :

Surnames:.....First name:

Adress :

Zip Code.....Town.....

Email adress:.....

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

Would ask to request that and information referred to in Articles R225-81 and R225-83 of the French Commercial Code concerning the General Meeting of June 28, 2022 be sent to you, with the exception of those attached to the proxy/postal voting form :

- To be sent by electronical format
- To be sent in hard copy

Done in, on 2022

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 €18,192,423
Registered office: 3bis rue Saarinen – Immeuble Le Séville, 94528 Rungis Cedex –
France
381 080 225 RCS Créteil
Tél. : +33 (0)1 41 73 58 00

www.esi-group.com