

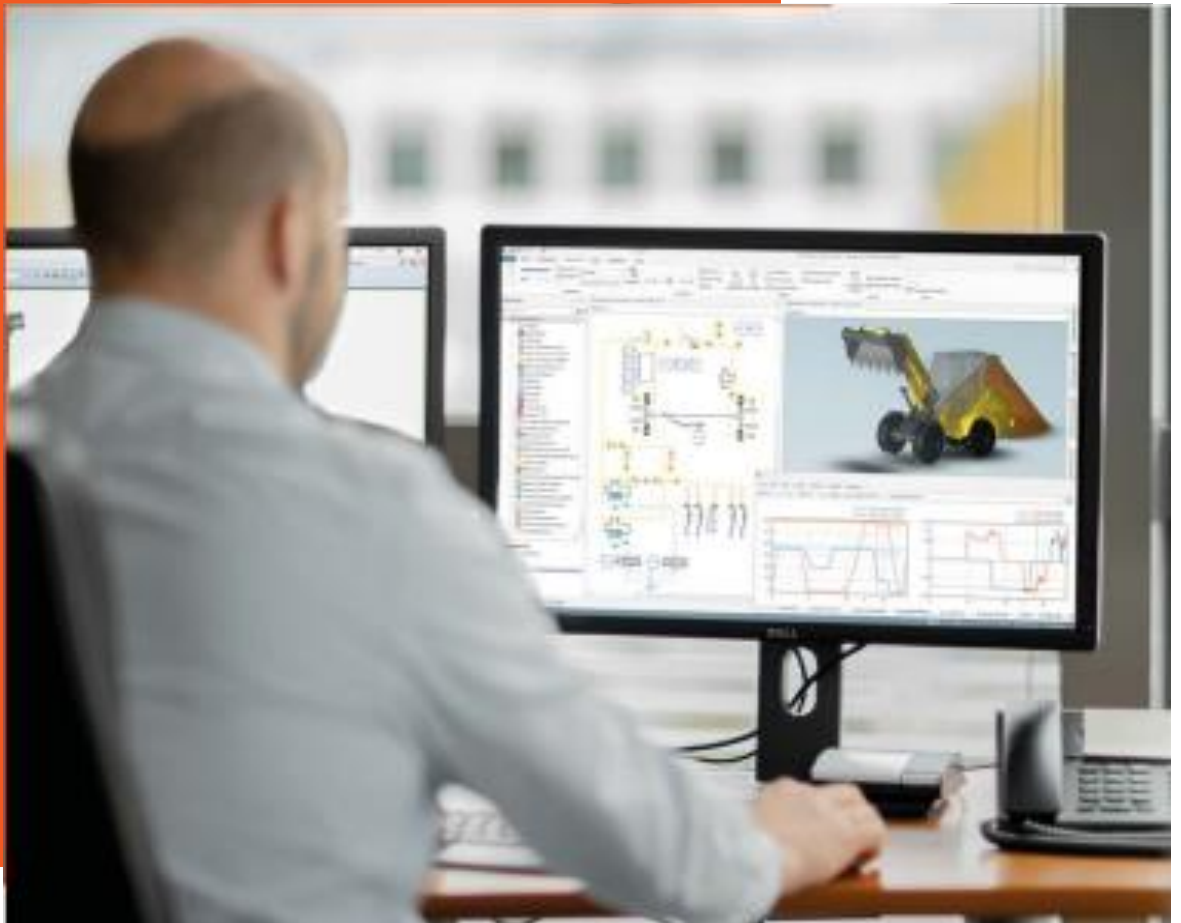
**2023**



# **COMBINED GENERAL MEETING**

Thursday, June 29, 2023

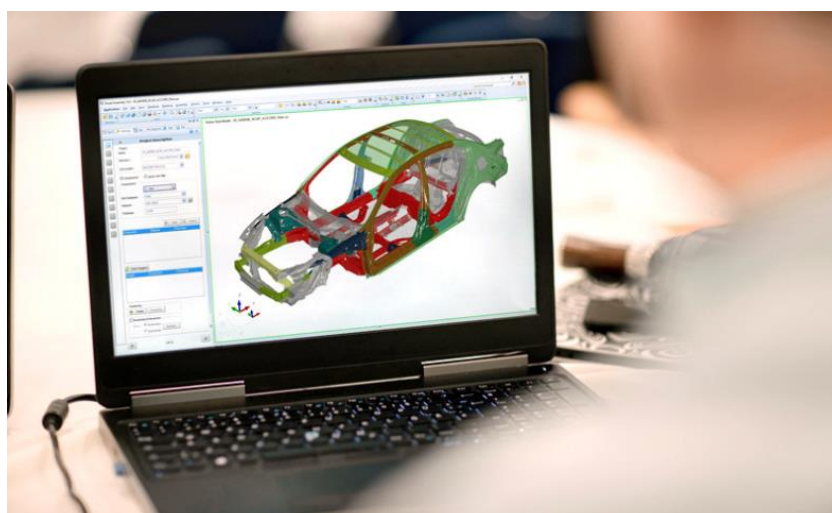
## **Information brochure**





# AGENDA

Message to shareholders	<a href="#"><u>Page 3</u></a>
ESI Group in figures	<a href="#"><u>Page 5</u></a>
Key events after the company's financial year-end	<a href="#"><u>Page 6</u></a>
Update on the Strategic plan	<a href="#"><u>Page 7</u></a>
Capital & Voting rights	<a href="#"><u>Page 8</u></a>
ESI Group's annual results for the past 5 financial years	<a href="#"><u>Page 9</u></a>
Participation terms and conditions	<a href="#"><u>Page 10</u></a>
Agenda	<a href="#"><u>Page 12</u></a>
Resolutions submitted to the General Meeting	<a href="#"><u>Page 13</u></a>
Members of the board of directors	<a href="#"><u>Page 18</u></a>
Corporate governance	<a href="#"><u>Page 19</u></a>
Voting Form	<a href="#"><u>Page 20</u></a>
Request for documents and information	<a href="#"><u>Page 22</u></a>





# SHAREHOLDERS MESSAGES

## ALEX DAVERN'S MESSAGE

Chairman of the Board of Directors



**€129.7M**

REVENUE <sup>(c)</sup>

**+3% cer**  
(constant exchange rate)



**€15M**

ADJUSTED EBIT <sup>(a) (c)</sup>

**11.6% <sup>(b)</sup>**



**€100.6M**

ANNUAL RECURRING SOFTWARE REVENUE <sup>(c) (d)</sup>

**+7.4%**

### Dear Shareholders,

As we present our Universal Registration Document, I would like to take a moment to reflect on the leadership and governance of ESI Group over the past year. Despite the difficult international context, we have continued to focus our activities, divesting our distractions and delivering on our commitments.

I am incredibly proud of the leadership team at ESI Group, who have skillfully steered the company through this challenging time. Their dedication and strategic vision have been instrumental in our success. Additionally, our Board of Directors has remained actively engaged, providing oversight and guidance, to ensure that we stay aligned with our strategic objectives.

As we continue to pursue our mission of being a leader in virtual prototyping software, we are committed to maintaining the highest standards of corporate governance. We believe that good governance is essential to the long-term success of our company, and we remain steadfast in our commitment to transparency, accountability, and integrity.

Furthermore, we have continued to focus our activities on our core competencies, divesting ourselves of distractions that do not align with our strategic vision. This has allowed us to sharpen our focus and better serve our customers, at the heart of everything we do.

I would like to extend my heartfelt thanks to the entire ESI Group team for their hard work and dedication, which have enabled us to achieve our goals. And of course, I would like to express my gratitude to our shareholders for their continued support and trust in our company.

Sincerely,

**Alex Davern**  
Chairman of the Board, ESI Group.

(a) 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 of intangible assets, amortization of intangibles assets related to acquisition, the application of IFRS 16 standard on leases and other non-recurring items (including net gain and losses on disposals).

(b) Adjusted EBIT margin is calculated based on revenue excluding special projects (public grant for R&D projects).

(c) At constant perimeter (see definition on section 5.1.2.2).

(d) All revenues from license sales (including maintenance services) excluding revenues from perpetual licenses and before changes in deferred revenues.



## CRISTEL DE ROUVRAY'S MESSAGE

Chief Executive Officer



**None of this success would have been possible without our employees' dedication and hard work, who are constantly innovating and improving our products and services.**

**As we continue to invest in our team, we are confident that we can remain at the forefront of the virtual prototyping industry and become an even more valuable strategic partner for our clients.**



### Dear Shareholders, Customers, and Employees,

I am thrilled to present the Universal Registration Document of ESI Group, a leading global virtual prototyping software company. As we reflect on the past year, I am proud to report that 2022 was a year of exceptional progress and transformation for our Group. We made remarkable strides towards achieving our three-year "OneESI 2024 – Focus to Grow" plan, and we are well on our way to realizing our vision of becoming a strategic partner for the digital transformation of industry.

Our team's commitment to sustainable growth is unwavering, even amidst a challenging economic environment. In 2022, we exceeded our expectations, achieving faster-than-anticipated progress in all aspects of our plan. Our passion for positive impact, and combined with our predictive, real-time, immersive physics-powered simulation solutions, extensive talent, and intellectual property, help our clients save valuable time, resources, and money by avoiding costly and limited physical testing.

As One ESI, we unlock our true potential, enabling us to solve complex simulation problems at scale and help industries become cleaner, safer, and more productive. Our efforts have translated to impressive financial results in FY22, with recurring software revenue growing 7.4% to exceed 100ME, and our adjusted profitability improving by approximately 5 points to reach nearly 12% of revenue.

None of this success would have been possible without our employees' dedication and hard work, who are constantly innovating and improving our products and services. As we continue to invest in our team, we are confident that we can

remain at the forefront of the virtual prototyping industry and become an even more valuable strategic partner for our clients.

We also took several bold steps in 2022 to enhance our market position, including divesting non-core activities, globalizing our teams, professionalizing our operations, and expanding our position within the ecosystem. These actions enable us to offer more value to our customers and better meet their evolving needs.

As we continue to focus on innovation and growth, we remain grateful for the support and trust of our customers and partners. We are excited to continue working together to help them on their journey to a cleaner, safer, and more productive industry.

I would like to acknowledge the invaluable support of our Board of Directors, whose guidance and expertise have been instrumental in our success. Looking ahead, we are committed to our vision of becoming a strategic partner for the digital transformation of industry. We are confident in our ability to navigate the challenges that may arise and excited about the opportunities that lie ahead.

Thank you for your continued support, and we look forward to sharing our progress with you in the coming year.

Sincerely,  
**Cristel de Rouvray**  
CEO, ESI Group

## ESI IN FIGURES

  
**50 years**  
in business

  
**1,000**  
employees

  
**20**  
countries

## GEOGRAPHY SPLIT



## SELECTED FINANCIAL INFORMATION

Annual Recurring  
Revenue (ARR) <sup>(a) (d)</sup>  
**€100.6M** • +7.4%  
**+6.5% cer** (constant exchange rate)

Adjusted EBIT <sup>(b) (d)</sup>  
**€15.0M** • 11.6%

Revenue 2022 <sup>(c) (d)</sup>  
**€129.7M** • +3%  
**+2.1% cer** (constant exchange rate)

<sup>(a)</sup> Annual Recurring Revenue (ARR) : all revenues from license sales (including maintenance services) excluding revenues from perpetual licenses and before changes in deferred revenues.

<sup>(b)</sup> Adjusted EBIT is a non-IFRS indicator based on EBIT (IFRS). Adjusted EBIT corresponds to EBIT before stock-based compensation expenses, restructuring charges, Impairment & amortization of intangible assets related to acquisitions or disposals, Application of IFRS 16 (leases) and other non-recurring items (including net gains and losses from disposals).

<sup>(c)</sup> Definition on part 5.1.2.2 of this document.

<sup>(d)</sup> At constant perimeter.

## INDUSTRY SPLIT

**93%** of the license revenue (before deferred revenue) from four focus industries

  
**Automotive &  
Land transportation**

  
**Aerospace,  
Defense & Naval**

  
**Heavy  
industry**

  
**Energy**



# **KEYS EVENTS AFTER THE COMPANY'S FINANCIAL YEAR-END**

## **First Quarter Revenues 2023**

**ESI's strong momentum continues as the Group exceeds Q1 revenue guidance, supported by double-digit growth in Annual Recurring Revenue\* (ARR).**

In the first quarter of its fiscal year (January 1, 2023 - March 31, 2023), ESI recorded revenues of €60.8m, up 6,0% (+7.2% cer), above the guidance (5% to 7%). At current perimeter and exchange rates, quarterly revenue increases by +4.4%. The first quarter is the biggest quarter of the Group in terms of license business. The Group has been focusing on its core business to sustain such growth and saw an 8.9% increase in licensing revenues (+10.1% cer) in Q1. Conversely, the Group continues to focus on services that drive software usage thus shifting away from other types of services, experiencing a reduction of 22.0% in Q1 (-20.9% cer).

**Significant development in Annual Recurring Revenue (ARR) supporting the Group's long-term growth**

In continuity with the FY22 results, the Group is pursuing growth in its ARR revenues. Q1-23 saw a significant jump in ARR at +10.9% (+11.8% cer). This increase, which adds €6.1 million in ARR revenues, illustrates the results of ESI's strategic focus and global sales transformation.

\*ARR: Annual Recurring Revenue – All revenues from license sales (including maintenance services) excluding revenues from perpetual licenses and before changes in deferred revenues.

## **Other events**

ESI Group continued its global approach and the rationalization of its corporate structure with the opening of liquidation proceedings for ESI Vietnam on 6 January 2023.

Continuing the Group's focus on its core business - a central element of its "OneESI 2024 - Focus to Grow" strategic plan - on 2 May 2023, ESI Group sold SYSTUS software and related activities to Framatome, an international player in the nuclear energy sector. This activity represented €1.2 million in license revenues, €3.2 million in associated services revenues, and 27 people in 2022, with EDF and Framatome as the main customers.



# Strategic plan

## "OneESI 2024 – Focus to Grow"

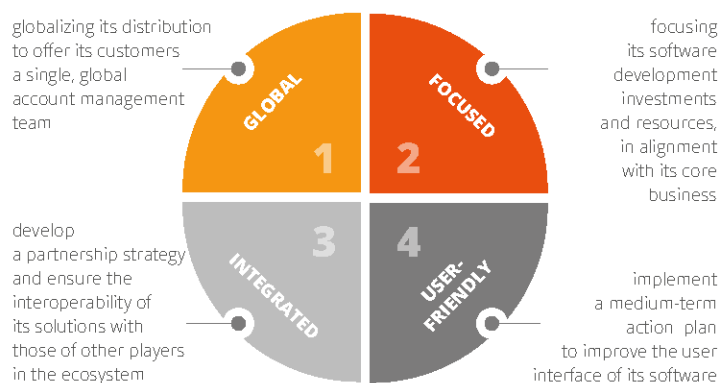
### A three-year & self-help plan

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**:



### 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

### 3-year objectives

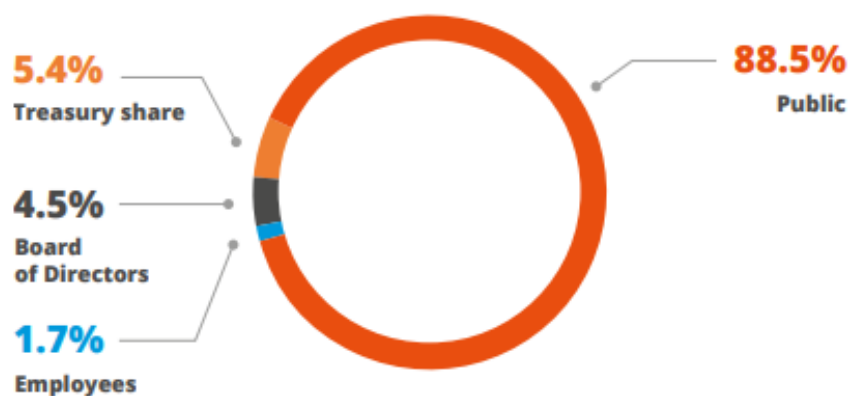
Proforma Goal	2023	2024	2025
<b>Revenue</b>	5%-7%	6%-9%	7% - 10%
<b>Adjusted EBIT</b>	13%-15%	17%-20%	>20%

ESI Group continues to aim for high single-digit growth and 20% Adjusted EBIT by 2024/ 2025 and will continue to communicate transparently.



# CAPITAL & VOTING RIGHTS IN DECEMBER 31, 2022

## Shareholding Structure



## Voting rights Breakdown

Number of shares	Number of theoretical voting rights *	Number of voting rights **
6,075,616	8,049,459	7,687,963

\* 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.



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

Closing date	31/12/2022	31/12/2021	31/12/2020	31/12/2019	31/01/2019
Duration of financial year (number of months)	12	12	12	11	12
<b>Capital at balance sheet date</b>					
Share capital (in €)	18,226,848	18,192,423	18,109,776	18,055,476	18,053,676
Number of shares					
■ ordinary shares	6,075,616	6,064,141	6,036,592	6,018,492	6,017,892
■ preference shares					
Maximum number of shares to be created					
■ via convertible bonds					
■ via subscription rights	180,000	180,861	120,210	205,334	151,448
<b>Operations and results (in €)</b>					
Revenue (excl. tax)	88,496,088	85,820,626	82,935,829	55,295,671	86,022,988
Earnings before tax, employee profit-sharing, allowances for amortization and provisions	51,966,712	6,806,831	28,948,002	(2,973,365)	27,025,120
Income tax	(693,298)	3,026,196	3,122,046	(3,024,257)	(2,698,695)
Employee profit-sharing	(698,053)				
Allowances for amortization and provisions	8,838,289	37,826,054	47,244,034	33,849,027	26,903,999
Net income	41,737,072	(27,993,027)	(15,173,986)	(27,851,406)	2,819,816
Distributed earnings					
<b>Earnings per share (in €)</b>					
Earnings after tax and employee profit-sharing, before allowances for amortization and provisions	8.32	1.44	5.31	(0.21)	4.94
Earnings after tax, employee profit-sharing, allowances for amortization and provisions	6.87	(4.62)	(2.51)	(4.63)	0.47
Dividend					
<b>Personnel</b>					
Average headcount (a)	217	234	259	258	264
Payroll (in €)	14,502,061	17,877,629	16,903,205	15,027,428	15,880,764
Amounts paid in benefits (social security, social welfare, etc.) (in €)	8,256,547	8,500,368	7,689,415	6,969,914	7,466,508

(a) Average headcount in France and in branches outside France.

# 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.

The Board of Directors wishes to remind that shareholders may vote without physically attending the Annual General Meeting, by correspondence or by proxy using the voting form.

Only ESI Group shareholders who can prove their identity and role will be admitted to the Meeting.

## 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 27, 2023, 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 27, 2023.

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](mailto: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 23, 2023 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](mailto:serviceproxy@cic.fr), no later than June 26, 2023, 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](mailto:serviceproxy@cic.fr), until the fourth day prior to the date of the General Meeting, i.e. no later than June 25, 2023.

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](mailto: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 25, 2023.

# PARTICIPATION TERMS AND CONDITIONS

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](mailto: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](mailto: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 27, 2023, 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 27, 2023, 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](mailto:investors@esi-group.com), no later than the fourth business day preceding the date of the General Meeting, i.e. June 27, 2023. 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.

## 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.esigroup.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 8, 2023.



## 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, 2022
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, 2022
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. Approval of the total compensation paid or allocated to the members of the Board of Directors, the Chairman of the Board of Directors and the Chief Executive Officer for the financial year ended on December 31, 2022, in accordance with Article L. 22-10-34 I of the French Commercial Code
7. Approval of the components of the total compensation paid or allocated to Alex Davern, Chairman of the Board of Directors, for the financial year ended on December 31, 2022
8. 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, 2022
9. Approval of the remuneration policy for the Chairman of the Board of Directors for 2023 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code
10. Approval of the remuneration policy for the Chief Executive Officer for 2023 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code
11. Approval of the remuneration policy for the members of the Board of Directors for 2023 financial year, in accordance with Article L. 22-10-8 II of the French Commercial Code
12. 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

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

### JOINT DECISIONS

14. Powers to carry out formalities

# RESOLUTIONS SUBMITTED TO THE GENERAL MEETING OF JUNE 29, 2023

## DECISIONS FALLING WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

### ► First, second, third and fourth resolutions

#### Statement of reasons

ESI Group achieves key milestones of OneESI 2024 Plan, delivering strong results in 2022. ESI Group has made significant progress on its strategic plan, on track with expectations for the fiscal year 2022.

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, 2022, and on the transactions reflected therein or summarized in these reports.

At December 31, 2022:

- The Company financial statements showed a positive result of €41,737,071.95;
- The total expenses and charges not deductible from profits subject to income tax, equal to €216,539.84;
- The Company's consolidated financial statements showed a positive net result of €15,420,585.

The General Meeting is requested to allocate the profit of €41,737,071.95 as follows:

- €17,317.20 to the legal reserve;
- €11,984,802.27 to retained earnings.

Following this allocation, the balance of the legal reserve will stand at €1,822,684.80.

Following this allocation, retained earnings will stand at €11,984,802.27.

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, 2022*

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, 2022, approves the financial statements and balance sheet, as presented, showing a positive result of €41,737,071.95.

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, 2022, approves the total expenses and charges not deductible from profits subject to income tax, equal to €216,539.84.

### ► Third resolution

#### *Approval of the consolidated financial statements for the financial year ended December 31, 2022*

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, 2022, approves these financial statements as presented, resulting in a +€15,420,585 profit.

### ► Fourth resolution

#### *Allocation of net profit for the year*

The General Meeting, noting that the net positive result for the year ended December 31, 2022 amounted to €41,737,071.95, decides, on a proposal from the Board of Directors, to allocate the result as follows:

Current position:

- Net result for the year: +€41,737,071.95;
- Retained earnings: -€29,734,952.48;
- Total to be allocated: €12,002,119.47.

Allocated as follows:

- €17,317.20 to the legal reserve;
- €11,984,802.27 to retained earnings.

Following this allocation, the balance of the legal reserve will stand at €1,822,684.80.

Following this allocation, creditor retained earnings will stand at €11,984,802.27.

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 2022 Universal Registration Document, the General Meeting is requested to acknowledge that during the financial year ended on December 31, 2022, no 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 2022 fiscal year.

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, seventh and eighth resolutions

### 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 and Chief Executive 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 28, 2022. It is reminded that payment of the variable and exceptional compensation is contingent upon shareholder's approval at the 2023 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 2022 Universal Registration Document.

## ► Sixth resolution

***Approval of the total compensation paid or allocated to the members of the Board of Directors, the Chairman of the Board of Directors and the Chief Executive Officer for the financial year ended on December 31, 2022, 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 2022, as described in paragraph 2.4 and in particular 2.4.3.1.13 of the Company's 2022 Universal Registration Document.

## ► Seventh resolution

***Approval of the components of the total compensation paid or allocated to Alex Davern, Chairman of the Board of Directors, for the financial year ended on December 31, 2022***

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, 2022 to Alex Davern, Chairman of the Board of Directors, as described in paragraph 2.4.3.1.1 of the Company's 2022 Universal Registration Document.

## ► Eighth 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, 2022***

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, 2022 to Cristel de Rouvray, Chief Executive Officer, as described in paragraph 2.4.3.1.13 of the Company's 2022 Universal Registration Document.

## ► Ninth, tenth and eleventh 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 and the Chief Executive Officer, in respect to their mandate for 2022 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 2022 Universal Registration Document.

## ► Ninth resolution

***Approval of the remuneration policy for the Chairman of the Board of Directors for 2023 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 2023 financial year, as described in this report and set out in paragraph 2.4.1.1 of the Company's 2022 Universal Registration Document.

## ► Tenth resolution

***Approval of the remuneration policy for the Chief Executive Officer for 2023 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 2023 financial year, as described in this report and set out in paragraph 2.4.1.2 of the Company's 2022 Universal Registration Document.

## ► Eleventh resolution

***Approval of the remuneration policy for the members of the Board of Directors for 2023 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 2023 financial year, as described in this report and set out in the paragraph 2.4.1.1 of the Company's 2022 Universal Registration Document.

## ► Twelfth 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 2023, 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 29, 2023.

It is proposed to set the maximum purchase price at €150 (hundred fifty) 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, 5.38% as at December 31, 2022. Stated otherwise the Company will not be allowed to pay out more than €40,000,000 (forty 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 Crédit Industriel et Commercial S.A;
- 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, 2022.

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, Articles 241-1 et seq. of the General Regulations of the Autorité des Marchés Financiers ("AMF") and the European regulations resulting from European Regulation (EU) No 596/2014 of 16 April 2014:

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 29, 2023, 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 accepted market practice 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 €150 (hundred fifty);
  3. Decides to fix the maximum amount that the Company may spend within the framework of this buyback program at €40,000,000 (forty million);
  4. Acknowledges that this authorization shall render ineffective the previous authorization granted by the eighteenth resolution of the Combined General Meeting of June 28, 2022 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

## ► Thirteenth 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 grant to the Board of Directors a new authorization for this purpose, the previous authorization granted by the nineteenth resolution of the Shareholder's Meeting of June 28, 2022, remains in force until the number of shares to be granted free of charge is exhausted.

Under the scope of this new 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 29, 2023.

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 1% of the share-capital existing on the date of grant of the free shares by the Board of Directors and limited to 60,000 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 shall not supersede the unused portion of the previous authorization granted by the nineteenth resolution of the Combined General Meeting held on June 28, 2022.

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 DECISIONS

► **Fourteenth 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

- 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
- Registered shares held : 253,054



## Patrice Soudan

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

- Born: 09/29/1958
- Nationality: French
- Registered shares held : 2,100



## Rajani Ramanathan

Independent Board member  
Chairwoman of the Nomination, Compensation & Governance/CSR Committee (since September 6, 2022)

- Born: 03/25/1967
- Nationalities: American, Indian
- Registered share held : 1



## Véronique Jacq

Independent Board member

- Born: 01/02/1968
- Nationality: French
- Registered shares held : 157



## Yves de Balmann

Independent Board member

- Born: 05/28/1946
- Nationalities : French, American
- Registered share held : 1



## Eric d'Hotelans

Independent Board member

- Born: 07/03/1950
- Nationality: French
- Registered shares held : 261



## Charles-Helen des Isnards

Observer

- Born: 01/01/1945
- Nationality : French
- Registered shares held : 3 551

\* Situation as at 31 December 2022 - See section 8.2.5 of the 2022 Universal Registration Document for all shares held in both registered and bearer form at the date of publication of this document





# CORPORATE GOVERNANCE

A BOARD OF DIRECTORS MADE UP OF



## 3 SPECIALIZED COMMITTEES

Strategic Committee

Audit Committee

Nomination, Compensation and Governance/CSR Committee

## MEMBERS OF THE LEADERSHIP TEAM (ELT)

The Leadership Team (ELT) meets at least once a week 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.



**Cristel de Rouvray**  
Chief Executive Officer



**Francis Griffiths**  
Executive Vice-President,  
Chief Revenue Officer



**Emmanuel Leroy**  
Executive Vice-President,  
Chief Product & Technology  
Officer



**Olfa Zorgati**  
Executive Vice-President  
Operations &  
Chief Financial Officer



**Dominique Lefebvre**  
Senior Vice-President  
Product Development  
Planning



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



**Yannick Charon**  
Vice-President  
Human Resources



**Florence Barré**  
Chief of Staff  
CEO Office

# HOW TO VOTE

## How to complete the voting form?

To vote by post,  
mark this box

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

**esi**  
get it right

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**  
 Jeudi 29 Juin 2023 à 15H00

**COMBINED GENERAL MEETING**  
 Thursday June 29<sup>th</sup>, 2023 at 03:00 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 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.

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.

☐ 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 has 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										Oui / Yes	
Abs.										Non / No	
										Abs.	
11	12	13	14	15	16	17	18	19	20	C	D
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
21	22	23	24	25	26	27	28	29	30	E	F
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
31	32	33	34	35	36	37	38	39	40	G	H
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
41	42	43	44	45	46	47	48	49	50	J	K
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	

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.

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

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

sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification  
 sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification

26 juin 2023 Zéro heure, heure de Paris  
 CIC par e-mail : [serviceproxy@cic.fr](mailto:serviceproxy@cic.fr)

- 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

Date et 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 26, 2023

Or at the e-mail address: [serviceproxy@cic.fr](mailto:serviceproxy@cic.fr)

Date and sign here

Follow the instructions

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

**Nota bene:** Pursuant to the French Simplification Act no. 2019-744 of 19 July 2019, the calculation of the majority of votes is based on the votes cast, excluding abstentions. However, abstentions are taken into account when calculating the quorum.

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, notifiez 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 DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : date 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  
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94528 Rungis cedex

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

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

☐ JE VOTE PAR CORRESPONDANCE / I VOTE BY POST  
Cl. 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 at 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.

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

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 recto) (4) à M. / Mrs. ou Mlle. / Miss. 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<sup>ère</sup> convocation / on first notification

sur 2<sup>ème</sup> convocation / on 2nd notification

à la banque / to the bank

26 juin 2023 24h00 heure de Paris

à la société / to the company

CIC par e-mail : serviceproxy@cic.fr

Date & Signature

☐ JE DONNE POUVOIR AU PRÉSIDENT  
Cl. au verso (3)

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

☐ JE DONNE POUVOIR À : Cl. au verso (4)  
pour me représenter à l'Assemblée  
I HEREBY APPOINT : See reverse (4)  
to represent me at the above mentioned Meeting  
M. / Mrs. ou Mlle. / Miss. 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 indiquées à l'avis de convocation) Cl. au verso (1)

Surname, first name, address of the shareholder (Change regarding the information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

\* Si le formulaire est renvoyé sans le sigil mais qu'un choix a été coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire) cette validité automatique pour le 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 automaticity 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 29, 2023 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 ..... 2023

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: 3 bis 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](http://www.esi-group.com)