

## **SRP GROUPE**

### **Summary Presentation of the Draft Resolutions of the Combined Shareholders' Meeting of June 28, 2021**

#### **Summary of the agenda:**

##### Agenda for the Ordinary Shareholders' Meeting:

1. Approval of the unconsolidated financial statements for fiscal year 2020
2. Approval of the consolidated financial statements for fiscal year 2020
3. Allocation of earnings for fiscal year 2020
4. Ratification of the co-opting of Ms. Brigitte Tambosi as director
5. Ratification of the co-opting of Mr. Benoît Camps as non-voting observer (*censeur*)
6. Re-appointment of Ms. Irache Martinez Abasolo as director
7. Re-appointment of Ms. Brigitte Tambosi as director
8. Re-appointment of Mr. Olivier Marcheteau as director
9. Approval of regulated agreements and undertakings according to Articles L. 225-38 and *seq.* of the French commercial code
10. Approval of the compensation components of Mr. David Dayan as Chairman of the board of directors and CEO (*Président-Directeur Général*) for fiscal year 2020
11. Approval of the compensation components of Mr. Thierry Petit as Deputy CEO (*Directeur Général délégué*) for fiscal year 2020
12. Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. David Dayan as Chairman of the board of directors and CEO (*Président-Directeur Général*) for fiscal year 2021
13. Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. Thierry Petit as Deputy CEO (*Directeur Général délégué*) for fiscal year 2021
14. Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to the non-executive directors for fiscal year 2021
15. Approval of the information mentioned in article L. 22-10-9 I of the French commercial code
16. Share buyback program

##### *Agenda for the Extraordinary Shareholders' Meeting:*

17. Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity, with preemptive subscription rights for shareholders maintained
18. Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity, with a waiver of preemptive subscription rights, through tender offers other than tender offers cited in Article L.411-2, 1 of the French Monetary and Financial Code
19. Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity, with cancellation of preemptive subscription rights for shareholders by way of tender offer cited in Article L.411-2, 1 of the French Monetary and Financial Code

20. Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity in consideration for contributions in kind composed of equity securities or other securities giving rights to equity
21. Delegation of authority to the Board of Directors to decide a capital increase by capitalization of premiums, reserves, profits or otherwise by way of capitalization of premiums, reserves, profits
22. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preemptive subscriptions right
23. Delegation of authority to the Board of Directors to decide to increase the Company's share capital by issuance of shares and/or other securities giving immediate or future rights to equity, eliminating preemptive subscription rights, reserved for participants in company savings plans
24. Delegation of authority to the Board of Directors to make allotments of bonus shares, using existing or future shares, to the salaried personnel and to all or some of the Group's corporate offices
25. Reduction of share capital by cancellation of treasury shares
26. Powers to complete formalities

***Agenda for the Ordinary Shareholders' Meeting:***

***First resolution: Approval of the unconsolidated financial statements for fiscal year 2020***

- Review by the shareholders of the reports of the board of directors, and the statutory auditors' reports
- Approval by the shareholders of the unconsolidated financial statements for fiscal year 2020, which include the balance sheet, profit and loss statement and notes, as well as the transactions reflected in these financial statements and summarized in these reports, as presented

***Second resolution: Approval of the consolidated financial statements for fiscal year 2020***

- Review by the shareholders of the reports of the board of directors, and the statutory auditors' reports
- Approval by the shareholders of the consolidated financial statements for fiscal year 2020, which include the balance sheet, profit and loss statement and notes, as well as the transactions reflected in these financial statements and summarized in these reports, as presented

***Third resolution: Allocation of earnings for fiscal year 2020***

- Acknowledgement by the shareholders that the financial statements for fiscal year 2020 approved at this shareholders' meeting showed a profit for the fiscal year of €20 511 363:
  - acknowledgement that the balance of the company's loss minus previous retained earnings bring the distributable profit to €0;
  - allocation of said loss as follows:
    - 5% to the legal reserve i.e. €431 801.50
    - The balance, i.e. 20 079 561.50, to the retained earnings.

**Fourth resolution: Ratification of the co-opting of Ms. Brigitte Tambosi as director**

- Review by the shareholders of the board of directors' report on the draft resolutions
- Ratification of Mr. Brigitte Tambosi's appointment as director decided by the board of directors of October 28, 2020
- Appointment until the shareholders' meeting called to approve the financial statements for fiscal year 2021

**Fifth resolution: Ratification of the co-opting of Mr. Benoît Camps as non-voting observer (censeur)**

- Review by the shareholders of the board of directors' report on the draft resolutions
- Ratification of Mr. Benoît Camps appointment as non-voting observer (*censeur*) decided by the board of directors of July 25, 2019
- Appointment until the shareholders' meeting called to approve the financial statements for fiscal year 2023

**Sixth resolution: Re-appointment of Ms. Irache Martinez Abasolo as director**

- Review by the shareholders of the board of directors' report on the draft resolutions
- Re-appointment of Mr. Irache Martinez Abasolo as director
- Appointment until the shareholders' meeting called to approve the financial statements for fiscal year 2024

**Seventh resolution: Re-appointment of Ms. Brigitte Tambosi as director**

- Review by the shareholders of the board of directors' report on the draft resolutions
- Re-appointment of Ms. Brigitte Tambosi as director
- Appointment until the shareholders' meeting called to approve the financial statements for fiscal year 2024

**Eighth resolution: Re-appointment of Mr. Olivier Marcheteau as director**

- Review by the shareholders of the board of directors' report on the draft resolutions
- Re-appointment of Mr. Olivier Marcheteau as director
- Appointment until the shareholders' meeting called to approve the financial statements for fiscal year 2024

**Ninth resolution: Approval of regulated agreements and undertakings according to Articles L. 225-38 and seq. of the French commercial code**

- Review by the shareholders of the statutory auditors' special report on agreements and undertakings governed by Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code
- Approval of this report in its entirety, as well as of any new regulated agreement approved by the board of directors in the course of fiscal year 2020.

**Tenth resolution: Approval of the compensation components of Mr. David Dayan as Chairman of the board of directors and CEO (Président-Directeur Général) for fiscal year 2020**

- Consultation of the shareholders in accordance with Article L. 22-10-34 of the French Commercial Code
- Approval of the compensation components owed or awarded to Mr. David Dayan for fiscal year 2020, as presented in the board of directors' report on corporate governance governed by article L.225-37 of the French Commercial Code

**Eleventh resolution: Approval of the compensation components of Mr. Thierry Petit as Deputy CEO (Directeur Général délégué) for fiscal year 2020**

- Consultation of the shareholders in accordance with Article L. 22-10-34 of the French Commercial Code
- Approval of the compensation components owed or awarded to Mr. Thierry Petit for fiscal year 2020, as presented in the board of directors' report on corporate governance governed by article L.225-37 of the French Commercial Code

**Twelfth resolution: Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. David Dayan as Chairman of the board of directors and CEO (Président-Directeur Général) for fiscal year 2021**

- Review by the shareholders of the board's report on corporate governance governed by article L.225-37 of the French Commercial Code
- Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. David Dayan as Chairman of the board of directors and CEO (Président-Directeur Général) for fiscal year 2021

**Thirteenth resolution: Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. Thierry Petit as Deputy CEO (Directeur Général délégué) for fiscal year 2021**

- Review by the shareholders of the board's report on corporate governance governed by article L.225-37 of the French Commercial Code
- Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. Thierry Petit as Deputy CEO (Directeur Général délégué) for fiscal year 2021

***Fourteenth resolution: Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to the non-executive directors for fiscal year 2021***

- Review by the shareholders of the board's report on corporate governance governed by article L.225-37 of the French Commercial Code
- Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to the non-executive directors for fiscal year 2021

***Fifteenth resolution: Approval of the information mentioned in article L. 22-10-9, I of the French commercial code***

- Review and approval by the shareholders of the information mentioned in article L. 22-10-9, I of the French commercial code

***Sixteenth resolution: Share buyback program***

- Authorization to be granted to the board of directors to authorize share buyback
- The company could use the buyback program to:
  - allocate free shares; or
  - implement a company's stock options plan or any similar plan; or
  - allocate or sale shares to employees; or
  - meet obligations resulting from a stock options plan or other allocations of shares to the company's or another linked company's employees or corporate officers; or
  - deliver shares upon the exercise of rights attached to securities giving access to the share capital through reimbursement, conversion, exchange, presentation of a warrant or any other manner; or
  - cancellation of part or all of the securities repurchased; or
  - deliver shares (in exchange, as payment or otherwise) within the scope of external growth, merger, spin-off or capital contribution transactions; or
  - animate the secondary market or ensure the liquidity of the company's shares by means of an investment services provider operating within the framework of a liquidity contract in observance of the professional conduct charter accepted by the AMF.
- This program is also intended to enable the implementation of any market practice that may become authorized by the AMF and, more generally, the carrying out of any other transaction pursuant to the regulations in force at the time. In such an event, the company would inform its shareholders through a notice

- The aggregate amount of shares bought back by the company during the buyback program may not exceed 10 % of the company's share capital
- The maximum purchase price per share shall be of €40 per share
- The maximum amount for the share buyback program shall not exceed €50 million
- This authorization shall be granted for an 18-month period as of the date of this shareholders' meeting

*Agenda for the Extraordinary Shareholders' Meeting:*

***Seventeenth resolution: Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity, with preemptive subscription rights for shareholders maintained***

- Delegation of authority to be granted to the board of directors to decide to increase the share capital of the company or of another company
- The share capital increase could be conducted by issuing shares and/or securities giving immediate or future access to the capital
- This share capital increase would be conducted with maintenance of the shareholders' preemptive rights
- The maximum nominal amount of immediate or future share capital increases conducted pursuant to this delegation shall be set at €2,300,000,

it being stipulated in paragraph 2 of this resolution that the global maximum nominal amount of share capital increases conducted pursuant to this delegation and those granted pursuant to the eighteenth, nineteenth, twentieth, twenty-second, twenty-third and twenty-fourth draft resolutions of this shareholders' meeting shall be imputed on this ceiling

- The maximum nominal amount of immediate or future debt securities conducted pursuant to this delegation shall be set at €150 million
- This delegation shall be granted for a 26-month period as of the date of this shareholders' meeting

***Eighteenth resolution: Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity, with a waiver of preemptive subscription rights, through tender offers other than tender offers cited in Article L.411-2, 1 of the French Monetary and Financial Code***

- Delegation of authority to be granted to the board of directors to decide to increase the share capital of the company or of another company

- The share capital increase could be conducted by issuing shares and/or securities giving immediate or future access to the capital
- This operation would be conducted with cancellation of the shareholders' preemptive rights by way of tender offers other than tender offers cited in Article L.411-2, 1 of the French Monetary and Financial Code
- The maximum nominal amount of immediate or future share capital increases conducted pursuant to this delegation shall be set at €400,000, it being stipulated that this amount would count towards the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution or, as the case may be, towards the global ceiling stipulated by a similar resolution that may supersede the said resolution during the period of validity of this delegation
- The maximum nominal amount of immediate or future debt securities conducted pursuant to this delegation shall be set at €150 million
- This authorization shall be granted for a 26-month period as of the date of this shareholders' meeting

***Nineteenth resolution: Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity, with cancellation of preemptive subscription rights for shareholders by way of tender offer cited in Article L.411-2, 1 of the French Monetary and Financial Code***

- Delegation of authority to be granted to the board of directors to decide to increase the share capital of the company or of another company
- The share capital increase could be conducted by issuing shares and/or securities giving immediate or future access to the capital
- This operation would be conducted with cancellation of the shareholders' preemptive rights by way of public offerings
- The maximum nominal amount of immediate or future share capital increases conducted pursuant to this delegation shall be set at €200,000, it being stipulated that this amount would count towards the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution or, as the case may be, towards the global ceiling stipulated by a similar resolution that may supersede the said resolution during the period of validity of this delegation
- The maximum nominal amount of immediate or future debt securities conducted pursuant to this delegation shall be set at €150 million
- This delegation shall be granted for a 26-month period as of the date of this shareholders' meeting

***Twentieth resolution: Delegation of authority to the Board of Directors to decide a capital increase by issuance of shares and/or securities giving immediate or future rights to equity in consideration for contributions in kind composed of equity securities or other securities giving rights to equity***

- Possibility to issue shares or securities giving immediate or future access to shares to be issued by the company as a compensation for contributions in kind in the form of capital securities or securities giving access to the capital
- The maximum nominal amount of immediate or future share capital increases conducted pursuant to this delegation shall be set at 10 % of the share capital, it being stipulated that this amount would count towards the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution or, as the case may be, towards the global ceilings stipulated by similar resolutions that may supersede the said resolutions during the period of validity of this authorization
- This authorization shall be granted for a 26-month period as of the date of this shareholders' meeting

***Delegation of authority to the Board of Directors to decide a capital increase by capitalization of premiums, reserves, profits or otherwise by way of capitalization of premiums, reserves, profits***

- Delegation of authority to be granted to the board of directors to decide to increase the share capital by capitalization of premiums, reserves, profits or other amounts that may be capitalized
- The maximum nominal amount of potential share capital increases shall be set at €50 million
- The share capital increases conducted pursuant to this delegation would not count towards the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution
- This delegation shall be granted for a 26-month period as of the date of this shareholders' meeting

***Twenty-second resolution: Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preemptive subscriptions right***

- Delegation of authority to be granted to the board of directors to increase the number of securities to be issued in the event of a share capital increase, with or without shareholders' preemptive rights
- The maximum nominal amount of potential share capital increases conducted pursuant to this delegation shall be set at 15 % of the initial number of issued shares, it being stipulated that the share capital increases that would be conducted pursuant to this resolution would count towards:
  - the ceiling specified in the resolution pursuant to which the initial capital increase would be conducted, and
  - the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution or, as the case may be, towards the global ceilings stipulated by similar resolutions that may supersede the said resolutions during the period of validity of this delegation

- This delegation shall be granted for a 26-month period as of the date of this shareholders' meeting

***Twenty-third resolution: Delegation of authority to the Board of Directors to decide to increase the Company's share capital by issuance of shares and/or other securities giving immediate or future rights to equity, eliminating preemptive subscription rights, reserved for participants in company savings plans***

- Delegation of authority to be granted to the board of directors to decide to increase the share capital of the company
- The share capital increase could be conducted by issuing shares and/or securities giving immediate or future access to the capital
- This capital increase would be conducted with cancellation of the shareholders' preemptive rights. This reserved capital increase would be reserved to members of company savings plans
- The maximum nominal amount of immediate or future share capital increases conducted pursuant to this delegation shall be set at 1 % of the share capital, it being stipulated that this amount would count towards the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution or, as the case may be, towards the global ceiling stipulated by a similar resolution that may supersede the said resolution during the period of validity of this delegation
- This delegation shall be granted for a 26-month period as of the date of this shareholders' meeting

***Twenty-fourth resolution: Delegation of authority to the Board of Directors to make allotments of bonus shares, using existing or future shares, to the salaried personnel and to all or some of the Group's corporate offices***

- Delegation of authority to be granted to the board of directors to allocate free shares
- The aim of this resolution is to organize free allocations of existing or to be issued shares in favour of the Group's employees and corporate officers or to some of them
- The freely allocated existing or to be issued shares would represent a maximum of three (3) % of the share capital as of the date of the decision of the board of directors, it being stipulated that the maximum amount of immediate or future potential share capital increases conducted pursuant to this resolution would count towards the global ceiling specified in the paragraph 2 of the Seventeenth draft resolution or, as the case may be, towards the global ceiling stipulated by a similar resolution that may supersede the said resolution during the period of validity of this delegation
- The global amount of existing or to be issued shares allocated to the company's senior management would represent a maximum of one and half (1,5) % of the shares allocated as of the date of the decision of the board of directors
- This delegation shall be granted for a 38-month period as of the date of this shareholders' meeting

***Twenty-fifth resolution: Reduction of share capital by cancellation of treasury shares***

- Authorization to be granted to the board of directors to reduce the share capital by cancelling treasury shares
- At the date of each shares cancellation, the aggregate number of cancelled shares shall not exceed 10 % of the share capital as of the date of the contemplated cancellation and within the 24 months preceding it,
- This authorization shall be granted for a 26-month period as of the date of this shareholders' meeting

**Twenty-sixth resolution:**

Powers to complete formalities

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