

Minutes of the Annual General Meeting held on April 26, 2023

- Change in governance :
 - Re-election of Mr. Nicolas Urbain as a Director;
 - Appointment of Ms. Alexandra Rocca as an Independent Director;
 - The Compensation Committee is repurposed as the Governance and Compensation Committee
 - Appointment of Mr. Emmanuel Coquoin as Climate Change Officer within the Board of Directors
- Appointment of Ernst & Young Audit SAS as Statutory Auditor;
- Appointment of Grant Thornton SAS as Statutory Auditor;
- Approval of the say on pay: ex-post 2022 vote and ex-ante 2023 vote with respect to the compensation of the Chairman and Chief Executive Officer and non-executive directors;
- Approval of a dividend of €0.76 per share (including an interim dividend of €0.22 per share paid on October 6, 2022);
- Approval of the final dividend payment in shares, carrying immediate dividend rights.

The Annual General Meeting of Chargeurs' shareholders was held today (Wednesday, April 26, 2023) at *l'Apostrophe* (83, avenue Marceau, 75116 Paris, France) and chaired by the Company's Chairman and Chief Executive Officer, Mr. Michaël Fribourg. Shareholders holding 60.16% of the voting rights were present or represented at the meeting and approved, by a large majority, all of the ordinary resolutions, particularly the parent company and consolidated financial statements of fiscal 2022.

The detailed results of the votes, resolution by resolution, are available on the Chargeurs website in the "General Shareholders' Meeting" section, after certification of the attendance sheet by the Shareholders' Meeting Office, via the following link: <https://www.chargeurs.com/combined-shareholders-meeting/?lang=en>

Governance

During the Annual General Meeting of April 26, 2023, the following resolutions concerning the composition of the Board of Directors were adopted:

- Appointment of Ms. Alexandra Rocca as Independent Director, approved by 99.97 %, for a three-year term expiring at the close of the Ordinary General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025.

Alexandra Rocca is a graduate of H.E.C. and the *Institut d'Etudes Politiques de Paris* (Sciences-Po), and has a bachelor's degree in modern humanities. She started her career with the Printemps group from 1986 to 1990, then spent 11 years with Air Liquide between 1990 and 2001 where she held various positions of responsibility before becoming the Group's Deputy Director of Communications. In 2001, Alexandra was appointed Galeries Lafayette's Communications Director before joining Crédit Agricole S.A. group from 2005 to 2010 where she was successively appointed Communications Director for LCL, followed by Crédit

Agricole S.A. She worked for Lafarge group between 2010 and 2015 and was appointed Director of Communications, Public Affairs and Sustainable Development. In 2015, Alexandra joined Sanofi as Global Head of Communications.

2018 saw Alexandra Rocca return to Air Liquide as the Group's Global Head of Communications, a position she held until end-2022, before starting her own communications consulting business in 2023.

- Re-election of Mr. Nicolas Urbain as Director, approved by 92.59%, for a three-year term expiring at the close of the Ordinary General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025;

Chargeurs' Board of Directors currently has six Directors, including three Independent Directors.

50% of the Board's members are women and 50% are Independent Directors, thereby exceeding the mandatory legal 40% women Board membership quota set in France.

The Board of Directors conducted a meeting subsequent to the General Meeting. During this meeting, the Board resolved to transform the Compensation Committee into a Governance and Compensation Committee. As such, the Board of Directors aims to deliver greater impact regarding its governance practices.

The Board of Directors also decided to appoint Emmanuel Coquoin to the newly established role of Climate Change Lead, in an effort to assess this strategic issue for a multinational such as Chargeurs.

Statutory auditors

- Appointment of **Ernst & Young Audit SAS**, approved by 99.15%, as a replacement for PricewaterhouseCoopers Audit SA whose term of office expires today, for a period of six financial years, i.e. until the end of the Ordinary Shareholders' Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028;
- Appointment of **Grant Thornton SAS**, approved by 99,99%, as a replacement for Crowe HAF SAS, whose term of office expires today, for a period of six financial years, i.e. until the end of the Ordinary General Meeting to be held in 2029 to approve the financial statements for the year ending December 31, 2028.

Compensation for the Chairman, Chief Executive Officer and non-executive directors

In accordance with Articles L. 22-10-8 and L. 22-10-34 of the French Commercial Code, the Annual General Meeting approved the compensation policy of the Chairman and Chief Executive Officer for fiscal 2023 (ex-ante vote) and the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to the Chairman and Chief Executive Officer for fiscal 2022 (ex-post vote).

The Annual General Meeting also approved the Directors' compensation policy for fiscal 2023, in accordance with articles L. 22-10-14 and L. 22-10-8 of the French Commercial Code (ex-ante vote) and the information

referred to in Article L. 22-10-9 of the French Commercial Code with respect to the compensation paid and awarded to each non-executive director for fiscal 2022 (ex-post vote).

Dividend

The shareholders approved the payment of a dividend of €0.76 per share in respect of fiscal 2022. An interim dividend of €0.22 per share was paid on October 6, 2022. The ex-dividend date (in cash and shares) totaling €0.54 per share is scheduled for May 25, 2023.

At the AGM, the shareholders resolved to offer the option of reinvesting the final fiscal 2022 dividend in new Chargeurs shares. The new shares will carry dividend rights immediately and will rank *pari passu* with the Company's existing shares as from their issue date. Shareholders who take up the option to reinvest their final fiscal 2022 dividend must notify their bank or broker between May 4, 2023 (the start date of the exercise period for the dividend reinvestment option), and May 19, 2023. After applying a 10% discount, the issue price of the new shares delivered as payment for the final dividend will be €13.09 per share.

The Group will issue a separate press release detailing the procedures to follow for shareholders who wish to take up the dividend reinvestment option.

At the AGM, the shareholders resolved to offer the option of reinvesting the final **fiscal 2023** dividend in new Chargeurs shares. They carry dividend rights **immediately** and rank *pari passu* with the Company's existing shares **from their issue**.

Timeline for final dividend payment:

Ex-dividend payment date	May 2, 2023
Start of reinvestment option period	May 4, 2023
End of reinvestment option period	May 19, 2023
Announcement of reinvestment results	May 23, 2023
Delivery date of shares and payment of final dividend in cash	May 25, 2023

2023 Financial Calendar

Wednesday, May 24, 2023 (before market)

First-quarter 2023 financial information

Thursday, September 7, 2023 (before market)

First-half results 2023



ABOUT CHARGEURS

CHARGEURS is a family-owned entrepreneurial Group and world leader in high value added niche markets. Located in nearly 100 countries with close to 2,500 employees, the Group is organized around three strategic business segments: industrial technologies, luxury and diversification.

Benefiting from the long-term strategy of the Fribourg Family Group, its reference shareholder, Chargeurs serves sectors with strong structural growth and expresses its know-how of excellence in the commercial, industrial, marketing and logistics fields. The Group, whose global signature is High Emotion Technology, achieved revenues of €737m in 2021 and celebrates, in 2022, its 150 years of entrepreneurial boldness.

The Chargeurs share is listed on Euronext Paris and is PEA-PME eligible.

ISIN Code: FR0000130692, Bloomberg Code: CRI:FP, Reuters Code: CRIP.PA