

AGENDA

Resolutions within the competence of the Ordinary Shareholders' Meeting

- Presentation of the management report of the Board of Directors on the company's activity during the year ended March 31, 2025,
- Presentation of the special report prepared by the Chairman of the Board of Directors in accordance with the provisions of Article L. 225-37 of the French Commercial Code,
- Presentation of the reports of the Statutory Auditors on the accounts for the financial year and on the agreements referred to in Article L. 225-38 of the French Commercial Code,
- Approval of the financial statements for the year ended March 31, 2025,
- Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code,
- Allocation of profit for the year ended March 31, 2025,
- Discharge of the Directors from their management mandate,
- Approval of the component of the remuneration paid during the year ended March 31, 2025 to the company directors,
- Appointment of EMARGENCE AUDIT as Statutory Auditor responsible for certifying sustainability-related information,
- Appointment of FIABILITY as Alternate Statutory Auditor responsible for certifying sustainability-related information,
- Granting of powers for completing the necessary formalities,
- Any other business.

Resolutions within the competence of the Extraordinary Shareholders' Meeting

- Bringing Article 18 of the Bylaws into line with French Law 2024-537 of June 13, 2024 known as the "attractiveness" law,
- Bringing Article 24 of the Bylaws into line with the article 821-40 of the French Commercial Code,
- Bringing Article 32 of the Bylaws into line with French Law 2024-537 of June 13, 2024 known as the "attractiveness" law,

DRAFT TEXT OF RESOLUTIONS

Resolutions within the competence of the Ordinary Shareholders' Meeting

First resolution – (Approval of the company accounts for the year ended 31/03/2025)

After having taken note of the management report of the Board of Directors, the report of the Statutory Auditor on the financial statements for the year ended March 31, 2025, and the additional explanations provided verbally, the general meeting approved all parts of these reports, the financial statements, the balance sheet, and the notes on the financial statements for said financial year, as presented.

It therefore approved the transactions reflected in those financial statements and summarised in those reports.

It discharged directors in office over the period from April 1, 2024 to March 31, 2025 from their management for the past financial year.

Second Resolution – (Allocation of profit)

After hearing the management report of the Board of Directors, the general meeting noted that the result for the year ended March 31, 2025 shows a net accounting profit of €206 599,23.

On the proposal of the Board of Directors, the general meeting decided to allocate this net accounting profit as follows:

In its entirety, €206 599,23
to the “Other reserves” account
which appears on the liabilities side of the annual account for an amount of €2 299 591,04
to bring it to the sum of €2 506 190,27

After allocation, the stockholder’s equity accounts will appear as follows:

STOCKHOLDER’S EQUITY ACCOUNTS	AMOUNT IN EUROS (€)
Capital stock	3 560 939,00
Statutory reserves	389 000,00
Other reserves	2 506 190,27
TOTAL	6 456 129,27

Third Resolution – (Distribution of dividends for the last three financial years)

In accordance with the provisions of Article 243 bis of the French General Tax Code, the general meeting reiterated that the company has not distributed any dividends for the last three financial years.

Fourth Resolution – (Approval of the regulated agreements referred to in Article L 225-38 of the French Commercial Code)

After hearing the reading of the special report of the Statutory Auditors on the regulated agreements referred to in Article L. 225-38 of the French Commercial Code and ruling on this report, the general meeting noted that:

- 1) – No new agreement or new commitments falling within the scope of Article L 225-38 of the French Commercial Code have been signed for the past financial year.
- 2) – Agreements and commitments approved in previous financial years and whose execution continued during the financial year ended 31/03/2025:

Shareholder concerned: Indivision Maurice JABLONSKY
Type: Abandonment of current account in 2001/2002 for €457,347 under a better fortune clause
Terms: reimbursement due when the JAJ Group has generated a net profit after tax equal to or greater than one million euros, for two consecutive years.
The claim must be repaid from the end of the second financial year showing the thresholds set above; under these conditions, the sum must be repaid over a period not exceeding two years, without interest.

Fifth Resolution – (Approval of the component of the remuneration paid during the year ended March 31, 2025 to the company directors)

The general meeting, having reviewed the Board of Directors' Report, approves, pursuant to Article L.22-10-34 II. of the French Commercial Code, the fixed components making up the total remuneration and benefits of any kind paid during the fiscal year ended March 31, 2025 to Mr. Bruno DAUMAN, Charmain and Chief Executive Officer, as presented in Section 4.1 of the corporate governance.

Sixth Resolution – Appointment of EMARGENCE AUDIT as Statutory Auditor responsible for certifying sustainability-related information)

The general meeting, having reviewed the Board of Directors' Report, resolves to appoint the company EMARGENCE AUDIT, having its head office at 141 avenue de Wagram, PARIS (75017), registered under number 338 339 872 RCS PARIS, represented by Mr. Yann-Eric PULM, as Statutory Auditor responsible for certifying sustainability-related information, for a term of five financial years, which will expire at the close of the Ordinary General Meeting held to approve the financial statements for the fiscal year ending March 31, 2030.

Seventh Resolution - -Appointment of FIABILITY as Alternate Statutory Auditor responsible for certifying sustainability-related information

The general meeting, having reviewed the Board of Directors' Report, resolves to appoint the company FIABILITY, having its head at 141 avenue de Wagram, PARIS (75017), registered under number 484 880 422 RCS PARIS, represented by Mr. Julien TOKARZ, as Alternate Statutory Auditor responsible for certifying sustainability-related information, for a term of five financial years, which will expire at the close of the Ordinary General Meeting held to approve the financial statements for the fiscal year ending March 31, 2030.

Resolutions within the competence of the Extraordinary Shareholders' Meeting

Eighth Resolution - Bringing Article 18 of the Bylaws into line with French Law 2024-537 of June 13, 24 known as the "attractiveness" law

The general meeting, acting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report, resolves to amend Article 15 of the Bylaws to bring it in line with French Law 2024-537 of June 13, 2024, known as the "attractiveness" law, which makes the Board of Directors' methods of deliberation easier to use.

Accordingly, Article 15 of the Bylaws – DELIBERATIONS OF THE BOARD – is amended as follows:

"1. The deliberations of the Board of Directors shall be taken under the quorum and majority conditions provided for by law.

2. The internal rules may provide that directors participating in Board meetings via videoconference, under applicable regulatory conditions, shall be deemed present for the purposes of quorum and majority calculations. However, physical presence or representation shall be required for all Board deliberations relating to the appointment or removal of the Chairman or Chief Executive Officer, the approval of the annual and consolidated financial statements, and the preparation of the management report and, where applicable, the group management report.

3. Board resolutions shall be recorded in minutes signed by the Chair of the meeting and at least one director, and entered into a special register, which shall be numbered and initialled, and kept at the Company's registered office.

4. The Board of Directors may adopt any decisions within its powers by means of a written consultation of its members, including by electronic means, without the need for a physical meeting, except for decisions concerning the appointment or removal of corporate officers, the approval of the annual and consolidated financial statements, and the preparation of the management report and, where applicable, the group management report, in accordance with the terms and conditions set forth below.

In the event of a written consultation, the Chairman of the Board shall send to all Board members, by any means including electronic means, the draft resolution(s) subject to consultation, along with all necessary documentation to ensure proper information is provided to each director.

Any director may object to the use of the above-mentioned written consultation procedure by sending an email to the Chairman within a maximum period of 48 hours from the transmission of the draft resolution(s) to the Board members, excluding Saturdays, Sundays, and public holidays. In such case, the written consultation shall be deemed void and a Board meeting shall be convened as soon as possible.

Directors shall have a period of seven (7) business days from the date the draft resolution(s) are sent to express their vote — in favor, against, or abstention — in writing, including by electronic means, addressed to the initiator of the consultation. Any director who fails to respond within this period shall be deemed to have abstained. Decisions may only be adopted if at least half of the directors respond to the written consultation within the prescribed timeframe.

Resolutions shall be adopted by a majority of the directors who have responded within said period.

Members of the Social and Economic Committee shall be informed, in the same manner as the directors, of the written consultation, its agenda, and the draft decisions submitted for Board approval.

The minutes of the written consultation shall be signed by all legally authorized means, in accordance with applicable regulations, by the Chairman and at least one director.

5. Furthermore, directors may, upon request and in the event, they are unable to attend the meeting, vote by correspondence prior to the meeting using a voting form, under the conditions defined in the internal rules of the Board of Directors."

Ninth Resolution - Bringing Article 24 of the Bylaws into line with the article 821-40 of the French Commercial Code,

The general meeting, acting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report, resolves to amend Article 24 of the Bylaws to bring it in line with the article 821-40 of the French Commercial Code.

Accordingly, Article 24 of the Bylaws – STATUTORY AUDITORS – is amended as follows:

"The shareholders, in accordance with the law and under the conditions set forth in Article L.821-40 of the French Commercial Code, may appoint, for the duration, under the conditions, and with the duties prescribed by law — particularly about the audit of the Company's financial statements — one or more Statutory Auditors.

The term of office of the Statutory Auditors shall expire at the close of the General Meeting called to approve the financial statements for the last financial year of the period for which said Statutory Auditors were appointed"

Tenth Resolution – Bringing Article 32 of the Bylaws into line with French Law 2024-537 of June 13, 24 known as the “attractiveness” law

The general meeting, acting under the quorum and majority conditions required for Extraordinary Shareholders’ Meetings, having reviewed the Board of Directors’ Report, resolves to amend Article 32 of the Bylaws to bring it in line with French Law 2024-537 of June 13, 2024, known as the “attractiveness” law, which modified Article L. 225-36 of the French Commercial Code enabling the Board of Directors to make the necessary amendments to the Bylaws to bring them into line with legislative and regulatory provisions, subject to ratification by the Extraordinary Shareholders’ Meeting.

The first paragraph of Article 32 of the Bylaws –EXTRAORDINARY SHAREHOLDERS’ MEETINGS – is amended as follows:

“Subject to the provisions of Article L.225-36 of the French Commercial Code, the Extraordinary Shareholders’ Meeting may amend the Bylaws in all their provisions and may, in particular, decide to transform the Company into a company of another legal form, whether civil or commercial. However, it may not increase the shareholders’ obligations, except in the case of transactions resulting from a duly executed reverse stock split.”

The other stipulations of Article 32 of the Bylaws remain unchanged.

Resolution within the competence of the Ordinary Shareholders’ Meeting

Eleventh Resolution - (Granting of powers for completing the necessary formalities)

The general meeting conferred all powers on the bearer of an original or a certified copy of these minutes for the purpose of completing the legal and regulatory publication formalities.