



## **SYNERGIE**

A European Company with share capital of €121,810,000  
Registered office: 11 avenue du Colonel Bonnet, 75016 PARIS, France  
PARIS TRADE AND COMPANIES REGISTER (RCS) NO. 329 925 010

### **RESOLUTIONS PROPOSED AT THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 24 JUNE 2021**

#### *Resolutions for the Ordinary Shareholders' Meeting*

#### **FIRST RESOLUTION**

*(Approval of the corporate financial statements for the year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, and having noted the management report of the Executive Board, the report of the Supervisory Board on corporate governance and the report of the Statutory Auditors, approves the corporate financial statements of the Company for the year ended 31 December 2020 as they are presented to it, showing a net profit of €22,812,407.80, as well as the transactions reflected therein and summarised in these reports.

Consequently, the Shareholders' Meeting gives the members of the Executive Board and the members of the Supervisory Board full and unconditional discharge from their duties for the aforementioned financial year.

#### **SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, and having noted the management report of the Executive Board, the report of the Supervisory Board on corporate governance and the report of the Statutory Auditors, approves the consolidated financial statements of the Company for the year ended 31 December 2020 as they are presented to it, showing a consolidated net profit of €41,289,395, as well as the transactions reflected therein and summarised in these reports.

### **THIRD RESOLUTION**

*(Appropriation of profit for the year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, approves the proposal of the Executive Board and resolves upon the appropriation of net profit for the financial year of €22,812,407.80 as follows:

Net profit for the year	€22,812,407.80
Retained earnings from previous years	€276,789,604.33
Available profit	€299,602,012.13
Reserve for treasury shares (reversal)	€114,848.06
<b>Distributable profit</b>	<b>€299,716,860.19</b>
Dividend	€19,489,600.00
<b>Retained earnings</b>	<b>€280,227,260.19</b>

A dividend of €0.80 will be distributed for each of the 24,362,000 shares that make up the share capital. This dividend will be paid out on 2 July 2021.

The treasury shares held by the Company on the date of payment of the dividend do not confer entitlement to the dividend payment. The amounts corresponding to the unpaid dividends attached to these shares will be allocated to the "retained earnings" account.

The Shareholders acknowledge, in accordance with the provisions of Article 243 bis of the French General Tax Code, that the report as presented states that this dividend payment is eligible for individuals who are domiciled for tax purposes in France, based on a tax allowance of 40% as stipulated in Article 158-3-2 of the French General Tax Code, where the shareholder has expressly and irrevocably opted for taxation under the general regime based on the progressive scale of tax on income and, where relevant, will be subject to a non-definitive flat-rate withholding tax of 12.8%.

It should be remembered in this regard:

- that since 1 January 2018, income from investment, and dividends in particular, received by taxpayers resident in France for tax purposes is subject, based on the option selected in their tax return:
  - either to a single flat rate withholding tax of 12.8% in the year following that in which the dividend payment is made (without taking into account the 40% tax allowance and less any non-definitive flat-rate withholding tax paid on receipt of the dividend);
  - or to tax on income based on the progressive scale of tax under the express and irrevocable option of taxation under the general regime, after the application of an allowance of 40%.
- that, in any case, dividends and similar payments are subject on payment to:
  - (i) a global social security deduction of 17.2%; and
  - (ii) a non-definitive flat-rate withholding tax, the rate of which is aligned with the single flat rate withholding tax, at 12.8%, as an advance payment.

Taxpayers who receive a dividend and whose reference taxable income for the previous year is below (i) €50,000 (for a person who is single, divorced or widowed) or (ii) €75,000 (for a person subject to joint taxation) retain the right to request exemption from the non-definitive flat-rate withholding tax.

The Shareholders' Meeting notes that the dividends paid during the last three financial years were as follows:

<b>Financial year</b>	<b>Overall dividend</b>	<b>Unit dividend amount</b>
31/12/2017	€19,489,600	€ 0.80
31/12/2018	€ 19.489.600	€ 0.80
31/12/2019	€ 0	€ 0

#### **FOURTH RESOLUTION**

*(Approval of the regulated agreements and commitments stipulated in Articles L.225-86 et seq. of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, approves the agreements referred to in Articles L.225-86 et seq. of the French Commercial Code, as mentioned in the report of the Statutory Auditors on regulated agreements and commitments, and the terms set out in that report.

#### **FIFTH RESOLUTION**

*(Ratification of the cooptation of Vera CVIJETIC BOISSIER as a member of the Supervisory Board)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, and having noted the report of the Executive Board, resolves to ratify the cooptation as a member of the Supervisory Board of Vera CVIJETIC BOISSIER, which was approved on a provisional basis by the Supervisory Board during its meeting of 4 May 2021, in order to replace Victorien VANEY for the remainder of the term of office, i.e. until the close of the Shareholders' Meeting convened in 2026 to approve the financial statements for the year ended 31 December 2025.

#### **SIXTH RESOLUTION**

*(Approval of the remuneration policy concerning the Chairperson of the Executive Board in accordance with Article L.22-10-26 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-26 of the French Commercial Code and having noted the report of the Supervisory Board on corporate governance prepared in accordance with Articles L.225-68 and L.22-10-20 of the French Commercial Code, approves the remuneration policy concerning the Chairperson of the Executive Board, as presented in the said report.

### **SEVENTH RESOLUTION**

*(Approval of the remuneration policy concerning members of the Executive Board who are chief executive officers in accordance with Article L.22-10-26 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-26 of the French Commercial Code and having noted the report of the Supervisory Board on corporate governance prepared in accordance with Articles L.225-68 and L.22-10-20 of the French Commercial Code, approves the remuneration policy concerning members of the Executive Board who are chief executive officers, as presented in the said report.

### **EIGHTH RESOLUTION**

*(Approval of the remuneration policy concerning other members of the Executive Board in accordance with Article L.22-10-26 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-26 of the French Commercial Code and having noted the report of the Supervisory Board on corporate governance prepared in accordance with Articles L.225-68 and L.22-10-20 of the French Commercial Code, approves the remuneration policy concerning the other members of the Executive Board, as presented in the said report.

### **NINTH RESOLUTION**

*(Approval of the remuneration policy concerning members of the Supervisory Board in accordance with Article L.22-10-26 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-26 of the French Commercial Code and having noted the report of the Supervisory Board on corporate governance prepared in accordance with Articles L.225-68 and L.22-10-20 of the French Commercial Code, approves the remuneration policy concerning the members of the Supervisory Board, as presented in the said report.

### **TENTH RESOLUTION**

*(Examination and approval of the information relating to the remuneration of the corporate officers referred to in paragraph I of Article L.22-10-9 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, having noted the report of the Supervisory Board on corporate governance prepared in accordance with Articles L.225-68 and L.22-10-20 of the French Commercial Code, approves, pursuant to paragraph I of Article L.22-10-34 of the French Commercial Code, the information referred to in paragraph I of Article L.22-10-9 of the said Code as presented in the said report.

### **ELEVENTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to Daniel AUGEREAU in respect of his role as Chairperson of the Executive Board during the financial year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to paragraph II of Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and non-recurring components of the total remuneration and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2020 to Daniel AUGEREAU in respect of his role as Chairperson of the Executive Board, as presented in the report of the Supervisory Board on corporate governance.

### **TWELFTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to Yvon DROUET in respect of his role as a member of the Executive Board and as a Chief Executive Officer during the financial year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to paragraph II of Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and non-recurring components of the total remuneration and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2020 to Yvon DROUET in respect of his role as a member of the Executive Board and as a Chief Executive Officer, as presented in the report of the Supervisory Board on corporate governance.

### **THIRTEENTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to Sophie SANCHEZ in respect of her role as a member of the Executive Board and as a Chief Executive Officer during the financial year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to paragraph II of Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and non-recurring components of the total remuneration and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2020 to Sophie SANCHEZ in respect of her role as a member of the Executive Board and as a Chief Executive Officer, as presented in the report of the Supervisory Board on corporate governance.

### **FOURTEENTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to Olga MEDINA in respect of her role as a member of the Executive Board during the financial year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to paragraph II of Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and non-recurring components of the total remuneration and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2020 to Olga MEDINA in respect of her role as a member of the Executive Board, as presented in the report of the Supervisory Board on corporate governance.

### **FIFTEENTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to Julien VANEY in respect of his role as Chairperson of the Supervisory Board during the financial year ended 31 December 2020)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to paragraph II of Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and non-recurring components of the total remuneration and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2020 to Julien VANEY in respect of his role as Chairperson of the Supervisory Board, as presented in the report of the Supervisory Board on corporate governance.

### **SIXTEENTH RESOLUTION**

*(Setting of the overall remuneration concerning the members of the Supervisory Board)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, sets the overall remuneration concerning the members of the Supervisory Board at €150,000 for financial year 2021.

### **SEVENTEENTH RESOLUTION**

*(Principle governing the implementation of a free share allocation plan in 2022)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings and having noted the management report of the Executive Board, notes that a resolution will be proposed to the Combined Ordinary and Extraordinary Shareholders Meeting convened in 2022 to approve the financial statements for the year ended 31 December 2021, to authorise the Executive Board to award free existing shares or shares to be issued to certain categories of the Company's employees in accordance with Articles L.225-197-1 *et seq.* and L.22-10-59 of the French Commercial Code.

### **EIGHTEENTH RESOLUTION**

*(Authorisation to be granted to the Executive Board to proceed with the buyback by the Company of its own shares)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, and having noted the report of the Executive Board, authorises the latter, for a period of 18 months from the date of this Shareholders' Meeting, pursuant to Articles L.22-10-62 and L.225-210 *et seq.* of the French Commercial Code, to purchase, on one or more occasions and at times that it deems appropriate, shares of the Company up to a limit of 4% of the number of shares making up the share capital, i.e. 974,480 shares based on the current share capital.

This authorisation is granted for the following purposes:

- to stimulate the secondary market or increase the liquidity of SYNERGIE stock through an investment services provider acting independently under a liquidity contract, pursuant to an ethical charter recognised by the French financial market authority (*Autorité des marchés financiers* - AMF); or

- to award free shares in the Company pursuant to the provisions of Articles L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code (or any similar plan) to certain categories of employees of the Company and related companies or economic interest groupings pursuant to the applicable laws and regulations; or
- more generally, to honour obligations under ordinary share allocation plans to eligible employees and/or corporate officers of the Company or a related company, notably in the context of their fixed and/or variable remuneration; or
- to hold on to the shares acquired for use at a later stage as part of an exchange or payment in the context of potential external growth transactions; or
- to reduce the Company's share capital by cancelling shares, within the limits of the law; or
- more generally, to implement any operation or market practice that is or comes to be permitted by the market authorities.

The Shareholders' Meeting hereby resolves that the maximum purchase price per share will be €60 (excluding acquisition cost). This maximum purchase price may, however, be adjusted by the Executive Board in the event of changes in the par value of the shares, capital increases through incorporation of reserves or other assets, free share awards, and any other transactions affecting shareholders' equity, to take account of the effect of these transactions on the share value.

The maximum theoretical amount for the completion of the share buyback programme covered by this resolution is set at €58,468,800 based on 974,480 shares, financed either through the Company's own resources or through external short or medium-term financing.

Share purchases may be carried out by any means, including on the market or over the counter, and at any time (except in case of a public exchange offer), in compliance with the regulations in force.

However, the Company undertakes not to use derivatives (options, negotiable bills, etc.). The part of the buyback programme that may be conducted through block trading may represent the entire programme.

This authorisation may be used, including during public purchase offers, within the limits permitted under the applicable stock market regulations.

The Shareholders' Meeting hereby grants all powers to the Executive Board, with the authority to subdelegate to the Chairman, to place any stock market orders, conclude any agreements, carry out all formalities and, generally speaking, do what is necessary to ensure the application of this authorisation, and in particular to set forth the conditions and procedures, where applicable, for the protection of the rights of holders of securities giving access to the existing capital, share subscription and share purchase options, or share allocation rights in accordance with the legal, regulatory and contractual provisions in force.

The Executive Board shall report to the Ordinary Shareholders' Meeting every year on the operations carried out in the context of this authorisation.

The Shareholders' Meeting also notes that under this authorisation, any previous powers granted for the same purpose shall cease to apply.

Resolution for the Extraordinary Shareholders' Meeting

**NINETEENTH RESOLUTION**

*(Authorisation to be granted to the Executive Board to reduce the share capital through the cancellation of treasury shares)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for extraordinary shareholders' meetings, having noted the report of the Executive Board and read the Statutory Auditors' report, and pursuant to Article L.22-10-62 of the French Commercial Code, authorises the Executive Board to cancel, at its own discretion, on one or more occasions, up to a limit of 4% of the share capital, the shares purchased or held under the authorisation granted by the Shareholders' Meeting in its eighteenth resolution, and to reduce the share capital correspondingly.

It hereby sets the period of validity of this delegation at twenty-four (24) months from this Shareholders' Meeting. This authorisation supersedes the previous authorisation granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of 18 June 2020.

All powers are hereby granted to the Executive Board, with the authority to subdelegate, to carry out the operations necessary for such cancellations and the corresponding reductions in the share capital, to consequently amend the Company bylaws and to complete the necessary formalities.

Resolution for the Ordinary Shareholders' Meeting

**TWENTIETH RESOLUTION**

*(Powers to perform formalities)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, hereby grants all powers to the bearer of an original, a copy or an extract from these minutes for the purpose of performing the legal and regulatory formalities.