



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 25 JANUARY 2022

Resolutions for the Extraordinary Shareholders' Meeting

FIRST RESOLUTION

(Change in mode of governance and management with the establishment of a Board of Directors)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Supervisory Board's report, resolves, in accordance with the provisions of Article L.225-57 paragraph 2 of the French Commercial Code, to change the Company's mode of governance and management to a one-tier structure of management by a Board of Directors governed by Articles L.225-17 to L.225-56 of the French Commercial Code, instead of the current two-tier structure with a Management Board and Supervisory Board.

The Shareholders' Meeting resolves that this change shall take effect as of this Shareholders' Meeting.

The Shareholders' Meeting notes that the functions of the Members of the Supervisory Board and the Members of the Management Board of the Company shall end on the date of this Shareholders' Meeting, following the adoption of the new mode of governance.

The Shareholders' Meeting approves, as necessary, the continuity in favour of the Board of Directors (with the option of sub-delegation under the conditions provided for by law and regulations) of the powers and authorities granted to the Management Board under any delegation or authorisation previously granted by the Extraordinary Shareholders' Meeting.

SECOND RESOLUTION

(Harmonisation of the Articles of Association with the provisions of Article L.225-27-1 of the French Commercial Code relating to the appointment of Directors representing employees and corresponding update of Article XI of the Articles of Association, subject to the approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, resolves, subject to the condition precedent of the adoption of the first resolution relating to

the change in the Company's mode of governance and management by adopting a governance structure with a Board of Directors in accordance with the provisions of Article L.225-27-1 of the French Commercial Code, to amend Article XI of the Articles of Association "*Composition of the Board of Directors*" in order to provide for the appointment of employee representative directors.

The Shareholders' Meeting resolves that this change shall take effect as of this Shareholders' Meeting.

THIRD RESOLUTION

(Amendment of the Articles of Association and adoption of the new wording of the Company's Articles of Association, subject to the approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, and the text of the new Articles of Association proposed for adoption, and subject to the approval of the resolution relating to the change in the Company's mode of governance and management (adoption of a governance structure with a Board of Directors), approves the amendment of the Company's Articles of Association, including the amendments to the Articles of Association related to the adoption of a governance structure with a Board of Directors, which implies the removal of all references to the Management Board and the Supervisory Board, as well as the amendments to the Articles of Association related to the appointment of employee representative directors to the Board of Directors, and resolves to adopt, article by article, and in its entirety, the text of the new Articles of Association which will govern the Company in the form of a *European Company* with a Board of Directors as of this Shareholders' Meeting, and which will be attached to the minutes of this Shareholders' Meeting.

The Shareholders' Meeting resolves that the Articles of Association, as amended under this resolution, shall be effective as of the date of this Shareholders' Meeting.

Resolutions for the Ordinary Shareholders' Meeting

FOURTH RESOLUTION

(Appointment of Victorien Vaney as Director of the Company, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary meetings, after having reviewed the report of the Supervisory Board, and subject to the condition precedent of the adoption and implementation of the first resolution relating to the change of the Company's mode of governance and management by adopting a governance structure with a Board of Directors, appoints, as of this day:

Victorien Vaney, born on 21 March 1970, in Boulogne-Billancourt, residing at 30, boulevard Marbeau, 75116 Paris, as Director, for a five-year term that will expire at the end of the Shareholders' Meeting called to rule on the accounts of the year ended 31 December 2026.

Victorien Vaney has indicated that he accepts the mandate entrusted to him and that he is not subject to any measure likely to disqualify him from exercising said mandate.

FIFTH RESOLUTION

(Appointment of Julien Vaney as Director of the Company, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary meetings, after having reviewed the report of the Supervisory Board, and subject to the condition precedent of the adoption and implementation of the first resolution relating to the change of the Company's mode of governance and management by adopting a governance structure with a Board of Directors, appoints, as of this day:

Julien Vaney, born on 5 May 1971, in Boulogne-Billancourt, residing at 11, avenue du Colonel Bonnet, 75016 Paris, as Director, for a two-year term that will expire at the end of the Shareholders' Meeting called to rule on the accounts of the year ended 31 December 2023.

Julien Vaney has indicated that he accepts the mandate entrusted to him and that he is not subject to any measure likely to disqualify him from exercising said mandate.

SIXTH RESOLUTION

(Appointment of HB Collector as Director of the Company, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary meetings, after having reviewed the report of the Supervisory Board, and subject to the condition precedent of the adoption and implementation of the first resolution relating to the change of the Company's mode of governance and management by adopting a governance structure with a Board of Directors, appoints, as of this day:

HB Collector, a public limited company incorporated in Luxembourg, with its registered office at 4, rue Adolphe, L-1116 Luxembourg (Luxembourg), registered in the Luxembourg Trade and Companies Register under the number B203169, duly represented by Christoph Lanz, born on 2 January 1976, in Ried Im Innkreis (Austria), residing at 5, rue Jean-Pierre Brasseur, L-1258 Luxembourg (Luxembourg), as Director, for a four-year term that will expire at the end of the Shareholders' Meeting called to rule on the accounts of the year ended 31 December 2025.

Christoph Lanz has indicated that he accepts the mandate entrusted to him on behalf of HB Collector and that he is not subject to any measure likely to disqualify him from exercising said mandate.

SEVENTH RESOLUTION

(Appointment of Vera Cvijetic Boissier as Director of the Company, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary meetings, after having reviewed the report of the Supervisory Board, and subject to the condition precedent of the adoption and implementation of the first resolution relating to the change of the Company's mode of governance and management by adopting a governance structure with a Board of Directors, appoints, as of this day:

Vera Cvijetic Boissier, born on 5 May 1967, in Geneva (Switzerland) residing at 79, Chemin des Princes, 1244 Choulex, canton of Geneva (Switzerland) as Director, for a four-year term

that will expire at the end of the Shareholders' Meeting called to rule on the accounts of the year ended 31 December 2025.

Vera Cvijetic Boissier has indicated that she accepts the mandate entrusted to her and that she is not subject to any measure likely to disqualify her from exercising said mandate.

EIGHTH RESOLUTION

(Appointment of Nathalie Gautier as Director of the Company, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary meetings, after having reviewed the report of the Supervisory Board, and subject to the condition precedent of the adoption and implementation of the first resolution relating to the change of the Company's mode of governance and management by adopting a governance structure with a Board of Directors, appoints, as of this day:

Nathalie Gautier, born on 20 February 1970, in Jarny (France), residing at 16, Kuerzeboesch, L-6868 Wecker (Luxembourg), as Director, for a six-year term that will expire at the end of the Shareholders' Meeting called to rule on the accounts of the year ended 31 December 2027.

Nathalie Gautier has indicated that she accepts the mandate entrusted to her and that she is not subject to any measure likely to disqualify her from exercising said mandate.

NINTH RESOLUTION

(Setting of the Amendment of the amount of the total annual remuneration of Directors, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, resolves, subject to the condition precedent of the adoption of the first resolution relating to the change in the Company's mode of governance and management by adopting a governance structure with a Board of Directors, to set the amount of the annual fixed sum provided for in Article L.22-10-14 of the French Commercial Code, to be allocated overall to the Directors as remuneration for their activity, at €150,000 to be distributed by the Board of Directors at its discretion.

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, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, approves as necessary, subject to the condition precedent of the adoption of the first resolution relating to the change in the Company's mode of governance and management by adopting a governance structure with a Board of Directors, the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code, which was presented in the Supervisory Board's report on corporate governance to the Shareholders' Meeting of 24 June 2021, and which will continue to apply *mutatis mutandis*.

ELEVENTH RESOLUTION

(Approval of the remuneration policy applicable to the Chair and Chief Executive Officer, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, approves, subject to the condition precedent of the adoption of the first resolution relating to the change in the Company's mode of governance and management by adopting a governance structure with a Board of Directors, in accordance with paragraph II of Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Company's Chief Executive Officer, as described in the aforementioned report.

TWELFTH RESOLUTION

(Approval of the remuneration policy applicable to Executive Vice-Presidents, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, approves, subject to the condition precedent of the adoption of the first resolution relating to the change in the Company's mode of governance and management by adopting a governance structure with a Board of Directors, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Company's Executive Vice-Presidents, as described in the aforementioned report.

THIRTEENTH RESOLUTION

(Approval of the remuneration policy applicable to Directors, subject to approval of the first resolution)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary Shareholders' Meetings, after having reviewed the Supervisory Board's report, approves, subject to the condition precedent of the adoption of the first resolution relating to the change in the Company's mode of governance and management by adopting a governance structure with a Board of Directors, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Company's Directors, as described in the aforementioned report..

FOURTEENTH RESOLUTION

(Powers for formalities)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, grants full powers to the bearer of an original, copy or extract of the minutes of this Shareholders' Meeting, in its ordinary and extraordinary parts, to carry out all legal formalities.