



## **SYNERGIE**

A European Company with share capital of €121,810,000  
Registered office: 160 Bis rue de Paris - 92100 Boulogne-Billancourt

Nanterre Trade and Companies Register (RCS) No. 329 925 010

### **RESOLUTIONS PROPOSED AT THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 22 JUNE 2023**

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

##### **FIRST RESOLUTION**

*(Approval of the corporate financial statements for the year ended 31 December 2022)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, and having noted the Board of Directors' management report, the corporate governance report and the Statutory Auditors' report, approves the Company's corporate financial statements for the year ended 31 December 2022 as they are presented to it, showing a net profit of €63.468.829,97 as well as the transactions reflected therein and summarised in these reports.

The Shareholders' Meeting also approves the expenses and charges referred to in Article 39-4 of the French General Tax Code amounting to €122.121 for the year ended 31 December 2022 and the corresponding tax of €31.538.

##### **SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the year ended 31 December 2022)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, and having noted the Board of Directors' management report, the corporate governance report and the Statutory Auditors' report, approves the Company's consolidated financial statements for the year ended 31 December 2022 as they are presented to it, showing a consolidated net profit of €88.214,109, as well as the transactions reflected therein and summarised in these reports.

### **THIRD RESOLUTION**

*(Appropriation of profit for the year ended 31 December 2022)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, approves the proposal of the Board of Directors and resolves upon the appropriation of net profit for the financial year of €63.468.829,97 as follows:

Net profit for the year	€63.468.829,97
Retained earnings from previous years	€297.223.625,60
Available profit	€360.692.455,57
Reserve for treasury shares	€3.011.356,04
<b>Distributable profit</b>	<b>€357.681.099,53</b>
Dividends	€19.489.600,00
<b>Retained earnings</b>	<b>€338.191.499,53</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 3 July 2023.

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 is specified 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 payment of the single flat-rate deduction of 12.8% in the year following payment of the dividends (not taking into account the 40% allowance and after the non-definitive flat-rate deduction, where relevant, on payment 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>
31/12/2019	0	0
31/12/2020	€19.489.600	€0.80
31/12/2021	€19.489.600	€0.80

#### **FOURTH RESOLUTION**

*(Approval of the regulated agreement referred to in Articles L.225-38 et seq. of the French Commercial Code authorised during the year ended 31 December 2022)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings and having noted the Statutory Auditors' special report on the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code, approves the agreement referred to in the Statutory Auditors' report, and the terms set out in that report.

#### **FIFTH RESOLUTION**

*(Approval of the remuneration policy concerning the corporate officers in accordance with Article L.22-10-8 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-8 of the French Commercial Code and having noted the corporate governance report prepared in accordance with Article L.225-37 of the French Commercial Code, approves the remuneration policy concerning corporate officers, as presented in the corporate governance report.

#### **SIXTH RESOLUTION**

*(Approval of the remuneration policy concerning the Chair and Chief Executive Officer in accordance with Article L.22-10-8 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-8 of the French Commercial Code and having noted the corporate governance report prepared in accordance with Article L.225-37 of the French Commercial Code, approves the remuneration policy concerning the Chair and Chief Executive Officer, as presented in the corporate governance report.

#### **SEVENTH RESOLUTION**

*(Approval of the remuneration policy concerning the Deputy Chief Executive Officer(s) in accordance with Article L.22-10-8 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-8 of the French Commercial Code and having noted the corporate governance report prepared in accordance with Article L.225-37 of the French Commercial Code, approves the remuneration policy concerning the Deputy Chief Executive Officer(s), as presented in the corporate governance report.

## **EIGHTH RESOLUTION**

*(Approval of the remuneration policy concerning the Directors  
in accordance with Article L.22-10-8 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-8 of the French Commercial Code and having noted the corporate governance report prepared in accordance with Article L.225-37 of the French Commercial Code, approves the remuneration policy concerning the Directors, as presented in the corporate governance report.

## **NINTH RESOLUTION**

*(Approval of the information relating to the remuneration of the corporate officers referred to in  
Articles L.22-10-34 and L.22-10-9 of the French Commercial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Articles L.22-10-34 and L.22-10-9 of the French Commercial Code and having noted the corporate governance report prepared in accordance with Article L.225-37 of the French Commercial Code, including the report on the remuneration of the Company's corporate officers, approves the said information, as presented in the corporate governance report.

## **TENTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to  
Victorien VANEY for his role as Chair of the Executive Board for the period from 1 January to 25  
January 2022 and as Chair and Chief Executive Officer  
for the period from 25 January 2022 to 31 December 2022)*

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 period from 1 January 2022 to 25 January 2022 to Victorien VANEY in respect of his role as Chair of the Executive Board and in respect of the period from 25 January 2022 to 31 December 2022 in respect of his role as Chair and Chief Executive Officer, as presented in the corporate governance report.

## **ELEVENTH 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 for the period from 1 January to 25 January 2022)*

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 period from 1 January 2022 to 25 January 2022 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 corporate governance report.

### **TWELFTH 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 a Chief Executive Officer for the period from 1 January to 25 January 2022)*

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 period from 1 January 2022 to 25 January 2022 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 corporate governance report.

### **THIRTEENTH 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 for the period from 1 January to 25 January 2022)*

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 period from 1 January 2022 to 25 January 2022 to Olga MEDINA in respect of her role as a member of the Executive Board, as presented in the corporate governance report.

### **FOURTEENTH RESOLUTION**

*(Approval of the different components of remuneration paid or awarded to Julien VANEY in respect of his role as Chair of the Supervisory Board for the period from 1 January to 25 January 2022)*

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 period from 1 January 2022 to 25 January 2022 to Julien VANEY in respect of his role as Chair of the Supervisory Board, as presented in the corporate governance report.

### **FIFTEENTH RESOLUTION**

*(Authorisation to be granted to the Board of Directors 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 Board of Directors' report, pursuant to Articles L.22-10-62 and L.225-210 *et seq.* of the French Commercial Code, authorises the Board of Directors, with the authority to subdelegate to the Chair and Chief Executive Officer, for a period of 18 months from the date of this Shareholders' Meeting, to purchase, on one or more occasions and at times that it deems appropriate, shares of the Company up to a limit of 10% of the number of shares making up the share capital, i.e. 2.436.200 shares based on the current share capital, it being specified that the maximum percentage of shares acquired by the Company under the buyback with a view to holding them and using them at a later date for exchange in a merger, demerger or contribution transaction is limited to 5% of the share capital in accordance with legal requirements.

This authorisation will enable the Company to, in decreasing order of importance:

- 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
- 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, 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
- retain 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
- reduce the Company's share capital by cancelling shares, within the limits of the law; or
- more generally, 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 Board of Directors 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 €146.172.000 based on the current share capital of 2.436.200 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, 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 Board of Directors, with the authority to subdelegate to the Chair and Chief Executive Officer, 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 Board of Directors 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.

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

### **SIXTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board of Directors 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 and having noted the Board of Directors' report and read the Statutory Auditors' report, and pursuant to Article L.22-10-62 of the French Commercial Code, authorises the Board of Directors to cancel, at its own discretion, on one or more occasions, up to a limit of 10% of the share capital, the shares purchased or held under the authorisation granted by the Shareholders' Meeting in its fifteenth resolution, and to reduce the share capital correspondingly.

All powers are hereby granted to the Board of Directors, with the authority to subdelegate to the Chair and Chief Executive Officer, 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.

This authorisation is granted for a period of twenty-four (24) months from the date of this Shareholders' Meeting. Under this authorisation, any previous powers granted for the same purpose shall cease to apply as of this date.

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

### **SEVENTEENTH RESOLUTION**

*(Powers to perform formalities)*

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