

**DASSAULT SYSTEMES**

*Société européenne* with a share capital of €134,043,312.50  
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France  
Registry of Commerce Number: 322 306 440 Versailles  
SIRET: 322 306 440 00213

**PRELIMINARY NOTIFICATION TO THE GENERAL MEETING OF THE SHAREHOLDERS**

The shareholders of Dassault Systèmes (the “**Company**”) are informed that the Company’s combined general meeting of shareholders will be held on Thursday May 22, 2025 at 3:00 pm (**Paris time**), at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France (the “**General Meeting**”) – on the following agenda.

***Ordinary General Meeting:***

- Approval of the parent company annual financial statements,
- Approval of the consolidated financial statements,
- Allocation of profit,
- Related-party agreements,
- Compensation policy for corporate officers (*mandataires sociaux*),
- Compensation elements paid in 2024 to Mr. Bernard Charlès, Chairman of the Board of Directors,
- Compensation elements paid in 2024 to Mr. Pascal Daloz, Chief Executive Officer,
- Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),
- Setting the amount of directors’ compensation,
- Nomination of Ms Marie-Hélène Habert-Dassault as director,
- Nomination of Ms Nathalie Rouvet Lazare as director,
- Nomination of Ms Donatella Sciuto as director,
- Reappointment of Mr. Soumitra Dutta,
- Authorization to repurchase Dassault Systèmes’ shares.

***Extraordinary General Meeting:***

- Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buyback program,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to the Company’s equity securities to be issued, with preferential subscription rights for shareholders,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2 1 of the French Monetary and Financial Code,
- Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights,
- Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums,
- Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to marketable securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares,
- Authorization granted to the Board of Directors to grant Company shares to corporate officers (*mandataires sociaux*) and employees of the Company and its affiliated companies, entailing automatically that shareholders waive their preferential subscription rights,
- Authorization granted to the Board of Directors to grant share subscription and purchase options to corporate officers and employees of the Company and its affiliated companies entailing that shareholders waive their preferential subscription rights,
- Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights,
- Delegation of authorities granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights, under an employee shareholding plan,
- Amendment to Article 16 of the Company’s by-laws governing the deliberations of the Board of Directors,

***Ordinary and Extraordinary General Meeting:***

- Powers for formalities.

**ORDINARY GENERAL MEETING**

**1<sup>ST</sup> RESOLUTION**

***Approval of the parent company annual financial statements***

The General Meeting, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors, as well as the additional explanations made orally, hereby approves the management report of the Board of Directors and the annual financial statements for the year ended December 31, 2024, as they have been presented.

The General Meeting consequently approves any transactions disclosed in these financial statements or summarized in these reports and, in particular, in accordance with the provisions of Article 223 *quater* of the French Tax Code, the aggregate amount of the expenses and charges referred to in Article 39.4 of the said Code that are non-deductible from taxable income, totaling €751,441 and resulting in corporate tax of €194,097.

**2<sup>ND</sup> RESOLUTION**

***Approval of the consolidated financial statements***

The General Meeting, having reviewed the report of the Board of Directors with respect to management of Dassault Systèmes included in the management report and the report by the Statutory Auditors related to the consolidated financial statements, in addition to explanations made orally, hereby approves in all respects the management report of the Board of Directors and the consolidated financial statements for the year ended December 31, 2024, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such consolidated financial statements or summarized in such reports.

**3<sup>RD</sup> RESOLUTION**

***Allocation of profit***

The General Meeting, on the recommendation of the Board of Directors, hereby resolves to allocate the profit of the year amounting to €853,309,050.84 <sup>(1)</sup> as follows:

– to the legal reserve	€17,583.18
– to a special reserve account <sup>(2)</sup>	€0
– for distribution to the 1,339,674,751 shares forming the share capital at 12/31/2024 of a dividend of (€0.26 x 1,339,674,751) <sup>(3)</sup>	€348,315,435.26
– to retained earnings	€504,976,032.40
which, increased by the retained earnings from previous years of €4,009,671,104.29, brings the amount of retained earnings to	€4,514,647,136.69

(1) This profit, increased by the retained earnings from previous years of €4,009,671,104.29, results in a distributable profit of €4,862,980,155.13.

(2) In compliance with Article 238 bis AB, paragraph 5 of the French Tax Code.

(3) The aggregate amount of the dividend will be adjusted according to the change in the number of new shares created between January 1, 2025, and the date of this General Meeting, mainly as a result of the exercise of share subscription options, it being specified that the maximum number of shares that may derive from the exercise of options is 20,926,190, representing a maximum additional dividend of €5,440,809.40.

Shares will be traded ex-dividend on May 26, 2025 and the dividend will be paid on May 28, 2025.

On the date of payment, the amount of the dividend corresponding to (i) the treasury shares of Dassault Systèmes SE and (ii) the Dassault Systèmes shares held by SW Securities LLC, a company which is controlled by the Dassault Systèmes SE Group, will be allocated to “retained earnings” in accordance with the provisions of Article L. 225-210 of the French Commercial Code and the contractual provisions in force between SW Securities LLC and Dassault Systèmes SE.

In addition, prior to distribution of the dividend, the Board of Directors, or if so authorized, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of share subscription options between January 1, 2025 and the date of this General Meeting. The amount required for payment of dividends for shares issued during this period will be taken from “retained earnings”.

The amount thus distributed to individual shareholders resident in France for tax purposes will be, where applicable:

- either subject to a flat-rate withholding tax of 30% (12.8% non-discharging flat-rate withholding tax paid as income tax and 17.2% social security withholding) (Article 117 *quater* of the French Tax Code);
- or, if an individual option is expressly and irrevocably exercised each year across the board for all income from securities, taken into account in determining shareholders’ total income subject to the progressive rate of income tax for the year in which it is received (Article 200A of the French Tax Code), after application of an uncapped deduction of 40% (Article 158, 3, 2° of the French Tax Code). Dividends taxed at the progressive rate of income tax are also subject to social security contributions at a rate of 17.2%.

Pursuant to Article 243 bis of the French Tax Code, it is noted that dividends per share paid over the last three years have been as follows:

<b>Year</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Dividend <sup>(1)</sup> (in euros)	0.23	0.21	0.17
Number of shares eligible for dividends	1,315,927,865	1,315,586,120	1,314,896,795

(1) Dividend 100% eligible for the 40% deduction provided for in Article 158, 3, 2° of the French Tax Code.

#### **4TH RESOLUTION**

##### ***Related-party agreements***

The General Meeting, having reviewed the special report of the Statutory Auditors on the agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code, acknowledges the report, which does not include any new agreements.

#### **5TH RESOLUTION**

##### ***Compensation policy for corporate officers (mandataires sociaux)***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-8 of the French Commercial Code, approves the compensation policy for corporate officers set by the Board of Directors and contained in paragraph 5.1.3 “Compensation Policy for Corporate Officers (*Mandataires Sociaux*)” of Chapter 5 “Corporate Governance” of the Universal registration document for 2024.

#### **6TH RESOLUTION**

##### ***Compensation elements paid in 2024 or granted for fiscal year 2024 to Mr. Bernard Charlès, Chairman of the Board of Directors***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, approves the compensation elements paid in 2024 or granted with respect to 2024 to Mr. Bernard Charlès, Executive Chairman of the Board of Directors, as indicated in paragraph 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)” of Chapter 5 “Corporate Governance” of the Universal registration document for 2024.

#### **7TH RESOLUTION**

##### ***Compensation elements paid in 2024 or granted for fiscal year 2024 to Mr. Pascal Daloz, Chief Executive Officer***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the compensation elements paid in 2024 or granted with respect to 2024 to Mr. Pascal Daloz, Chief Executive Officer, as indicated in paragraph 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)” of Chapter 5 “Corporate Governance” of the Universal registration document for 2024.

#### **8TH RESOLUTION**

##### ***Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (mandataires sociaux) (Article L. 22-10-9 of the French Commercial Code)***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, approves the information contained in the corporate governance report regarding the compensation of corporate officers (*mandataires sociaux*) mentioned in Article L. 22-10-9, I of the French Commercial Code and contained in paragraphs 5.1.3.2 “Compensation Policy Applicable to the Chief Executive Officer”, 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)” and 5.1.5 “Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE” of Chapter 5 “Corporate Governance” of the Universal registration document for 2024.

#### **9TH RESOLUTION**

##### ***Setting the amount of directors’ compensation***

The General Meeting, after a review of the report of the Board of Directors, sets the amount of the annual compensation to be distributed among the directors at €1,200,000 for the current and subsequent years until a new decision of the General Meeting.

#### **10TH RESOLUTION**

##### ***Nomination of Ms. Marie-Hélène Habert-Dassault as director***

The General Meeting, having reviewed the report of the Board of Directors, decides to appoint Ms. Marie-Hélène Habert-Dassault as director of the Company for a four-year term. This term of office will expire at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2028.

#### **11TH RESOLUTION**

##### ***Nomination of Ms. Nathalie Rouvet Lazare as director***

The General Meeting, having reviewed of the report of the Board of Directors, decides to appoint Ms. Nathalie Rouvet Lazare as director of the Company for a four-year term. This term of office will expire at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2028.

#### **12TH RESOLUTION**

##### ***Nomination of Ms. Donatella Sciuto as director***

The General Meeting, having reviewed of the report of the Board of Directors, decides to appoint Ms. Donatella Sciuto as director of the Company for a four-year term. This term of office will expire at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2028.

#### **13TH RESOLUTION**

##### ***Reappointment of Mr. Soumitra Dutta***

The General Meeting, having reviewed the report of the Board of Directors, notes that Mr. Soumitra Dutta's term of office as director expires at the close of this General Meeting and reappoints him for a four-year term. This term of office will expire at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2028.

#### **14TH RESOLUTION**

##### ***Authorization to repurchase Dassault Systèmes shares***

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors to purchase a maximum of 25 million Dassault Systèmes shares, in accordance with the terms and conditions stipulated in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the French Financial Markets Authority (AMF) General Regulation, Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse ("MAR Regulation"), and Commission Delegated Regulation (EU) no. 2016/1052 of March 8, 2016 supplementing the MAR Regulation.

This authorization may be used by the Board of Directors for the following purposes:

- 1) to cancel shares for the purpose of offsetting a capital increase resulting from issues of securities granted under the conditions set out in Articles L. 225-177 to L. 225-184, L. 225-197-1 to L. 225-197-5, L. 22-10-56 or L. 22-10-59 of the French Commercial Code or Articles L. 3332-18 to L. 3332-24 or L. 3344-1 of the French Labour Code or under the conditions set out in equivalent regulations;
- 2) to meet obligations related to stock option allocations or other allocations of shares to employees or corporate officers of Dassault Systèmes SE or of an affiliated company;
- 3) to provide shares upon exercise of rights attached to marketable securities giving immediate or future access to the share capital of Dassault Systèmes SE, mainly through redemption, conversion, exchange, presentation of a warrant or any other means;
- 4) to maintain an active market or provide liquidity for Dassault Systèmes shares under a liquidity contract entered into with an investment services provider acting independently in accordance with the French Financial Markets Authority (AMF)'s accepted market practice and with a code of ethics recognized by the AMF;
- 5) to implement any stock-exchange market practice which may be accepted by the regulations or by the French Financial Markets Authority (AMF);
- 6) to subsequently allocate, deliver or hold shares in the context of external growth transactions by Dassault Systèmes SE or an affiliated company, in particular through mergers, demergers, partial demergers or contributions in kind;
- 7) exceptionally, to cancel shares for the purpose of increasing the profitability of shareholders' equity and earnings per share, under an authorization by the Extraordinary General Meeting permitting shares to be canceled.

The acquisition, sale, transfer or exchange of such shares may be realized by any means, on the market (whether or not the market is regulated), on multilateral trade facilities (MTF), through a systematic internalizer or over-the counter, including block purchases and the use of derivative instruments.

The acquisition, sale, transfer or exchange of such shares may be completed at any time in accordance with the applicable legal provisions and regulations except during a public offering period.

The maximum amount of funds dedicated to the repurchase of Company shares may not exceed €1 billion, this condition being cumulative with the cap of 25 million Dassault Systèmes shares.

This authorization can be used by the Board of Directors for all the treasury shares held by Dassault Systèmes.

This authorization is valid from this General Meeting for a period of eighteen months. The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the French Financial Markets Authority (AMF), accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

The General Meeting also grants any and all powers to the Board of Directors, in case that the Law or the French Financial Markets Authority (AMF) appears to extend or to complete the authorized objectives concerning the share buyback program, in order to inform the public, pursuant to applicable regulations and laws, about the potential changes of the program concerning the modified objectives.

In accordance with the provisions of Articles L. 225-211 and R. 225-160 of the French Commercial Code, the Company or the intermediary in charge of securities administration for the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization replaces and supersedes the previous share buyback program authorized by the Combined General Meeting of Shareholders of May 22, 2024, in its 13<sup>th</sup> resolution.

#### **EXTRAORDINARY GENERAL MEETING**

##### **15TH RESOLUTION**

###### ***Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buyback program***

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, to:

- reduce the share capital by canceling, in one or more transactions, some or all of the shares repurchased by the Company under its share buyback program, subject to a limit of 5% of the share capital in each 24-month period;
- deduct the difference between the repurchase value of the canceled shares and their nominal value from available premiums and reserves.

The General Meeting hereby gives, more generally, any and all powers to the Board of Directors to set the terms and conditions of such share capital reduction(s), record the completion of the share capital reduction(s) made pursuant to the cancellation transactions authorized by this resolution, amend the by-laws of the Company as may be necessary, file any declaration with the French Financial Markets Authority (AMF) or other institutions, accomplish any formalities and more generally take any necessary measures for the purposes of completing this transaction.

This authorization is given for a period of eighteen months from the date of this General Meeting.

##### **16TH RESOLUTION**

###### ***Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to the Company's equity securities to be issued, with preferential subscription rights for shareholders***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 22-10-51, L. 228-91 and L. 228-92 of the French Commercial Code, its authority to decide to issue, on one or more occasions, at the time or times and in the proportions it shall decide, both in France and abroad, ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or any other marketable securities giving access to equity securities of the Company to be issued, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all powers necessary to decide on a capital increase;
- 2) resolves that any issue of preference shares and marketable securities giving access to preference shares is excluded;
- 3) resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €13 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 4) also resolves that the nominal amount of the marketable securities representing the Company's debt securities, which may be issued pursuant to this delegation, may not exceed €1 billion or the equivalent-value of this amount in foreign currency or in accounting units calculated by reference to several currencies;
- 5) resolves that shareholders may exercise, under the conditions provided by law, their preferential subscription rights to shares, equity securities and other marketable securities issued under this resolution;
- 6) resolves that if the subscriptions on an irrevocable basis (*à titre irréductible*) and, where applicable, on a revocable basis (*à titre réductible*), have not absorbed the entire issue of shares, equity securities or other marketable securities, the Board of Directors may offer to the public all or part of the unsubscribed securities;
- 7) notes that this delegation will act automatically as a waiver by shareholders, to the benefit of the holders of marketable securities giving access to the Company's share capital that may be issued, of their preferential subscription rights to equity securities to which these marketable securities may create a right;
- 8) resolves that the amount due to the Company immediately or in the future for each of the shares issued under this delegation must be at least equal to the par value of the shares on the issuance date;

- 9) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 10) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 11) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 14<sup>th</sup> resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

#### 17TH RESOLUTION

***Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) Delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-54 and L. 228-91 to L. 228-94 of the French Commercial Code, its authority to decide, through a public offering other than those stipulated in section 1 of Article L. 411-2 of the French Monetary and Financial Code or, as applicable, subject to the approval of a specific resolution to that effect by the General Meeting of Shareholders, through a public offering described in section 1 of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, at the time or times it shall set, in the proportions that it shall determine, both in France and abroad:
  - a) the issuance of shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities of the Company and/or any other marketable securities giving access to equity securities of the Company to be issued,
  - b) the issuance of shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities of the Company and/or any other marketable securities giving access to equity securities of the Company to be issued, following the issuance by companies in which the Company directly or indirectly holds more than half of the share capital, of any equity securities or marketable securities giving access to equity securities of the Company to be issued,
  - c) the issuance of shares and/or equity securities and/or marketable securities giving access to equity securities to be issued from a company in which it directly or indirectly holds more than half of the share capital,
  - d) the issuance of marketable securities giving access to existing equity securities or giving entitlement to the allocation of debt securities of another company in which the Company does not directly or indirectly own more than half of the share capital.

The Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy CEOs, in accordance with the applicable law, all the powers required to decide upon capital increases.

This decision will act automatically as a waiver by Company shareholders, to the benefit of the holders of marketable securities that may be issued by subsidiaries, of their preferential subscription rights to equity securities to which these securities may create a right;

- 2) resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €13 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 3) resolves that the maximum nominal amount that may be issued under this resolution will count toward the overall nominal amount for capital increases of €13 million set in the 16<sup>th</sup> resolution of this General Meeting;
- 4) resolves that any issue of preference shares and marketable securities giving access to preference shares is excluded;
- 5) resolves that this capital increase may result from the exercise of an allocation right resulting from any marketable securities issued by any company in which the Company holds, directly or indirectly, more than half of the share capital and with the agreement of the latter;
- 6) also resolves that the nominal amount of the marketable debt securities that may be issued under this delegation may not exceed €1 billion or the equivalent-value of this amount in foreign currency or in accounting units calculated by reference to several currencies, and shall be charged against the €1 billion cap set under the 16<sup>th</sup> resolution of this Meeting;
- 7) resolves to cancel shareholders' preferential subscription rights to shares, equity securities and other marketable securities to be issued, it being understood that the Board of Directors may grant shareholders a priority subscription period for all or part of the issue, during the period and under the conditions that it will set, in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, this subscription period does not give rise to the creation of negotiable rights;
- 8) notes that this delegation will act automatically as a waiver by shareholders, to the benefit of the holders of marketable securities giving access to the Company's share capital that may be issued, of their preferential subscription rights to equity securities to which these marketable securities may create a right;

- 9) resolves that the amount due to the Company immediately or in future for each of the shares issued or to be issued under this delegation shall be at least equal to the weighted average of the Company's share price on the regulated market of Euronext Paris in the last three trading sessions preceding the start of the public offering, within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, potentially decreased by maximum discount of 10% and after correction of this amount, if applicable, to take into account the different vesting dates;
- 10) resolves that the Board of Directors may use this delegation, in whole or in part, to remunerate securities contributed to a public exchange offer initiated by the Company, within the limits and under the conditions provided for by Article L. 22-10-54 of the French Commercial Code;
- 11) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 12) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 13) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 15<sup>th</sup> resolution.

This authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

#### **18TH RESOLUTION**

***Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2 1 of the French Monetary and Financial Code***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates its authority to the Board of Directors, to decide, within the framework and under the conditions set by the 17<sup>th</sup> resolution of this General Meeting, on the issuance of equity securities or debt securities, through a public offering referred to in section 1 of Article L. 411-2 of the French Monetary and Financial Code;
- 2) resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation, will count toward the overall nominal amount for capital increases of €13 million set in the 16<sup>th</sup> resolution of this General Meeting;
- 3) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 4) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 16<sup>th</sup> resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

#### **19TH RESOLUTION**

***Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights***

The General Meeting, after review of the report of the Board of Directors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code, its authority to increase the number of securities to be issued for each issuance, with or without preferential subscription rights, decided pursuant to the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions of this Meeting, within thirty days following the end of the subscription, up to a limit of 15% of the initial issue and at the same price as that used for the initial issue;
- 2) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €13 million set in the 16<sup>th</sup> resolution of this General Meeting;
- 3) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 4) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 5) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 17<sup>th</sup> resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

## 20TH RESOLUTION

### ***Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) pursuant to Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, delegates to the Board of Directors its authority to increase the share capital, on one or more occasions, at the time or times and in the proportions it shall deem fit, by incorporation of reserves, profits or premiums, or any other amounts whose incorporation is permitted, or by combining such a capital increase with a capital increase in cash carried out under the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions of this General Meeting, through the issuance and the grant of free shares or by increasing the par value of existing shares, or ultimately combining both transactions, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all the powers necessary to decide on a capital increase;
- 2) resolves that the maximum nominal amount of the capital increases that may be performed under the present authorization cannot exceed €13 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 3) resolves that this maximum nominal amount will count toward the overall nominal amount for capital increases that may be carried out under the 16<sup>th</sup> resolution of this General Meeting;
- 4) resolves that rights forming odd lots shall not be negotiable and that the corresponding shares shall be sold. The amounts resulting from the sale will be allocated to the holders of such rights no later than 30 days after the date of registration of the number of whole shares granted to their account;
- 5) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 6) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 7) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 18<sup>th</sup> resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

## 21ST RESOLUTION

### ***Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to marketable securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 22-10-49 and L. 22-10-53 of the French Commercial Code, the powers necessary to increase the share capital by issuing shares and/or marketable securities giving rights to other equity securities or giving rights to the allocation of debt securities of the Company and/or marketable securities giving rights to equity securities to be issued by the Company, up to a maximum of 10% of the share capital, based on the report of the Statutory Auditor(s) (*Commissaire(s) aux apports*), to remunerate contributions in kind made to the Company and composed up of equity securities or marketable securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
- 2) resolves that the Board of Directors will have full powers to implement this delegation, in particular to determine all the terms and conditions of the authorized transactions and, in particular, to evaluate the contributions and the allocation, where applicable, of specific benefits, to set the number of securities to be issued to remunerate the contributions, and the dividend bearing date of the securities to be issued, to charge, if necessary, any expense against the contribution premium(s), and in particular that of the costs, resulting from the completion of the issuances, to record the completion of the capital increase and amend the by-laws accordingly, and more generally take all necessary measures and enter into any agreements, carry out all the formalities required, in particular for the admission to trading of the shares;
- 3) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €13 million set in the 16<sup>th</sup> resolution of this General Meeting;
- 4) notes, as necessary, that this delegation will act automatically as a waiver by shareholders of their preferential subscription rights to equity securities to which the marketable securities that may be issued on the basis of this delegation may give entitlement;
- 5) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 6) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 19<sup>th</sup> resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

**22<sup>ND</sup> RESOLUTION**

***Authorization granted to the Board of Directors to grant Company shares to corporate officers (mandataires sociaux) and employees of the Company and its affiliated companies, entailing automatically that shareholders waive their preferential subscription rights***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to carry out free allocations, on one or more occasions, of existing Company shares or shares to be issued, for employees or certain categories of employees that it will determine from among eligible employees and corporate officers (*mandataires sociaux*) of the Company or its affiliated companies, within the meaning of Article L. 225-197-2 of the French Commercial Code;
- 2) resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations as well as the conditions and criteria for allocating the shares;
- 3) resolves that the total number of free shares granted may not exceed 1.5% of the Company's share capital on the date the allocation is decided by the Board of Directors, it being specified that this amount does not take into account any adjustments that may be made in accordance with applicable laws and regulations and, where applicable, with contractual provisions providing for other cases of adjustment, to preserve the rights of holders of marketable securities or other rights giving access to the share capital. To this end, the General Meeting authorizes, as necessary, the Board of Directors to increase the share capital by incorporation of reserves in the appropriate amount;
- 4) resolves that the maximum number of shares that may be granted to executive officers (*dirigeants mandataires sociaux*) pursuant to the AFEP-MEDEF's Corporate Governance Code for listed companies may not represent more than 35% of the overall amount authorized by the present Meeting;
- 5) resolves (a) that the granting of the shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which shall be determined by the Board of Directors, (b) that the vesting of the shares granted will be subject to a continued employment condition defined by the Board of Directors, it being stipulated that no share may be acquired by the beneficiaries if the continued employment condition is not met, and (c) that the beneficiaries must, if the Board of Directors deem it useful or necessary, hold said shares for a period determined at the Board of Directors' discretion, it being specified that the total duration of the vesting periods and, if applicable, the holding periods shall be set in compliance with the minimum conditions provided by law;
- 6) resolves that the vesting of the free shares granted will be subject to a performance condition based on (i) a growth rate in the Company's net earnings per share, determined by the Board of Directors, and (ii) an ESG multi-criteria indicator. For some beneficiaries (excluding the Company's executive officers), the performance condition could, if appropriate, alternatively or cumulatively be based on (a) target(s) specific to their brand;
- 7) resolves that this performance condition will be assessed over a minimum period of three years. The Board of Directors will set the minimum level(s) of achievement below which no shares may be vested by the beneficiaries;
- 8) also resolves that, in the event of the beneficiary's disability, as classified in the second or third of categories provided for in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted before the end of the vesting period. The shares will be freely transferable as from their delivery;
- 9) notes that this authorization will act automatically as a waiver by shareholders, to the benefit of the beneficiaries of the shares granted, of their preferential subscription rights to shares that may be issued under this resolution;
- 10) delegates all powers to the Board of Directors, with the right to delegate under the legal and regulatory conditions, to implement this authorization, under the above conditions and within the limits authorized by applicable texts and in particular, to set the terms, conditions and criteria (including in respect of performance) for the share allocations that would be carried out under this authorization as well as the vesting dates, even retroactive, of the new shares, to take all measures, if necessary if it so decides, to carry out any adjustments to protect the rights of the beneficiaries of the free share allocations, to record the completion of the capital increases, to amend the by-laws accordingly, and more generally, complete all formalities required for the issuance, listing and financial servicing of the shares issued under this resolution and do anything that is useful and necessary within the framework of applicable laws and regulations;
- 11) resolves that this authorization cancels, as from today, for the part not yet used, the authorization granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 20<sup>th</sup> resolution and is valid for a period ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2026.

**23<sup>RD</sup> RESOLUTION**

***Authorization granted to the Board of Directors to grant share subscription and purchase options to corporate officers and employees of the Company and its affiliated companies entailing that shareholders waive their preferential subscription rights***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) authorizes the Board of Directors, under the provisions of Articles L. 225-177 et seq. of the French Commercial Code, to grant options granting entitlement to the subscription of new shares or the purchase of existing ones (the "Options") to employees and corporate officers (*mandataires sociaux*) of the Company or its affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code or some of them who hold, individually, less than 10% of the Company's capital (the "Beneficiaries");

- 2) resolves that the maximum number of Options that can be granted by the Board of Directors and not yet exercised cannot grant entitlement to subscribe or purchase a number of shares exceeding 3% of the share capital. This limit should be assessed at the time when the Options are granted by the Board taking into account the new Options offered therefore and also those from preceding allocations resulting from this present authorization which have not yet been exercised;
- 3) resolves that no Options may be granted to the Company's executive officers (*dirigeants mandataires sociaux*) within the meaning of the AFEP-MEDEF corporate governance code for listed companies;
- 4) resolves that the list of recipients of the Options from among the Beneficiaries and the number of Options granted to each one will be freely determined by the Board of Directors;
- 5) notes that, in accordance with law, no subscription or purchase Option can be granted during periods prohibited by Articles L. 225-177 and L. 22-10-56 of the French Commercial Code;
- 6) resolves that the subscription price for the new shares or the purchase price of existing shares by exercising the Options will be determined by the Board of Directors on the day on which the Options are granted and that (a) in the case of subscription options, this subscription price could not be lower than the share's closing price on the Euronext Paris market on the trading day preceding the day on which the Options will be granted (within the legal limits) and (b) in the case of purchase options, this price could not be lower than the greater of the two following amounts: (i) the value indicated in (a) above and (ii) the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code.

The Options exercise price, as determined above, can only be amended if the Company performs one of the financial or securities transactions outlined in Article L. 225-181 of the French Commercial Code. In this case, the Board of Directors would adjust, under the legal and regulatory conditions, the exercise price and the number of shares that can be purchased or subscribed, as the case may be, by exercising the Options, to take into account the impact of the transaction;
- 7) notes that the present authorization entails, to the benefit of the Beneficiaries of the share subscription options, that shareholders expressly waive their preferential subscription rights to the shares issued as the Options are exercised;
- 8) resolves that allocations of options will be subject to a continued employment condition determined by the Board; no option can be exercised by the beneficiaries if the continued employment condition is not met, and to a performance condition based on (i) a growth rate in the Company's net earnings per share, defined by the Board of Directors and (ii) an ESG multi-criteria indicator. The performance condition could, if appropriate, alternatively or cumulatively be based on one or more targets specific to the beneficiaries' brand. The Board of Directors will set the minimum level(s) of achievement below which no options may be exercised by the beneficiaries;
- 9) grants all powers to the Board of Directors to set the terms and conditions of the Options and in particular (without this list being exhaustive):
  - a) the validity period for the Options, it being understood that the Options must be exercised within a maximum of ten years,
  - b) the date(s) or periods for exercising the Options, it being understood that the Board of Directors can (a) bring forward the dates or periods for exercising the Options, (b) maintain the exercisability of the Options or (c) amend the dates or periods during which the shares obtained by exercising the options may not be transferred or converted into bearer shares,
  - c) any clauses prohibiting the immediate resale of all or some of the shares obtained by exercising the Options provided that the period during which shares must be retained does not exceed three years as from the exercise of the Option, notwithstanding the provisions provided in Article L. 225-185, paragraph 4, of the French Commercial Code,
  - d) where necessary, limit, suspend, restrict or prohibit the exercise of Options or the sale or transfer to bearer form of the shares obtained by exercising the Options, during certain periods or following certain events, and this decision may cover some or all of the Options or shares or concern some or all of the Beneficiaries,
  - e) determine the dividend bearing date, even retroactively, of the new shares as a result of the subscription Options;
- 10) resolves that the Board of Directors will have, with the possibility to delegate under the legal conditions, all powers to record the completion of the capital increases to reflect the amount of shares actually subscribed by exercising the subscription Options, amend the by-laws accordingly and, at its sole discretion and as it sees fit, charge the costs of the capital increases against the share premiums arising therefrom and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each capital increase, and perform all formalities necessary for the listing of the securities thereby issued, make all declarations with the relevant bodies and generally do all that is necessary;
- 11) resolves that this authorization cancels, as from today, for the part not yet used, the authorization of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 21<sup>st</sup> resolution and is valid for a period ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2026.

## **24<sup>TH</sup> RESOLUTION**

### ***Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights***

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code and Articles L. 225-138-1 and L. 225-129-6, first and second paragraphs, of the French Commercial Code:

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital under the conditions prescribed by law, reserved for members of corporate savings plans of the Company and/or its

affiliated entities within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;

- 2) resolves to cancel the preferential subscription rights of shareholders to the new shares to be issued or to other securities giving access to share capital and securities to which these securities give entitlement under this resolution for the benefit of the members of the plans referred to in the previous paragraph and waives the rights to the shares or other securities that would be granted through the application of this resolution;
- 3) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €13 million set in the 16<sup>th</sup> resolution of this General Meeting;
- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's shares on Euronext Paris in the 20 trading days preceding the day on which subscriptions open. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the Board of Directors may also replace all or part of the discount with the free allocation of shares or other securities giving access to the Company's share capital, whether existing or to be issued, it being specified that the total benefit resulting from this allocation and, if applicable, from the discount mentioned above, cannot exceed the total benefit that members of the savings plan would have received if this difference had been 15% compared with the average Company share prices mentioned above;
- 6) resolves that the Board of Directors may provide for, pursuant to Article L. 3332-21 of the French Labor Code, the free allocation of shares or other securities giving access to the Company's share capital to be issued or already issued under a bonus scheme, provided that the inclusion of their monetary value, valued at the subscription price, does not result in the legal or regulatory limits being exceeded;
- 7) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 8) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, and to define the terms, where applicable, for the free allocation of shares or other securities giving access to the share capital, under the authorization given above, to determine the opening and closing dates for subscriptions, to set, within the maximum limit of three years, the period granted to subscribers to pay for their shares, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 9) resolves that this delegation will take effect from September 1, 2025, and will cancel any delegation of the same nature, as of the same date, granted by the General Meeting of Shareholders of May 22, 2024 in its 15<sup>th</sup> resolution. It is noted that the employee shareholding offer announced on March 13, 2025 and scheduled for completion in June 2025 was decided by the Board of Directors at its meeting on October 23, 2024 through the application of the 15<sup>th</sup> and 16<sup>th</sup> resolutions of the Combined General Meeting of May 22, 2024.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

## **25<sup>TH</sup> RESOLUTION**

### ***Delegation of authorities granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights, under an employee shareholding plan***

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 225-129-2, L. 225-138, L. 22-10-49 and L. 228-91 of the French Commercial Code:

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital, reserved in the category of beneficiaries as defined below;
- 2) resolves that the maximum nominal amount that may be issued under the present delegation shall be charged against (a) the total nominal amount for capital increases of €13 million set under the 16<sup>th</sup> resolution of this General Meeting, and (b) against the maximum nominal amount set in the 24<sup>th</sup> resolution of this General Meeting;
- 3) resolves to cancel the preferential subscription rights of the shareholders to the shares to be issued or other securities giving access to share capital and securities to which these securities give entitlement to be issued under this resolution and to reserve the subscription rights to a category of beneficiaries having the following characteristics: (i) any credit institution or any entity held by a credit institution, which participates, at the request of the Company in the implementation of a structured offering reserved for employees and corporate officers of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (ii) and/or employees and corporate officers of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (iii) and/or collective investment vehicles (OPCVM)

or any other employee shareholding vehicle invested in the Company's securities, irrespective of whether it is a legal entity, the unitholders of which will be the persons referred to in (ii) above;

- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's share on Euronext Paris on the 20 trading days preceding the day of the corporate decision setting the opening day of the subscription period carried out on the basis of the 23<sup>rd</sup> resolution of this General Meeting. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 6) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, set the list of beneficiaries of the cancellation of the preferential subscription rights within the categories defined above and the number of shares to be subscribed by each of them, to determine the opening and closing dates for subscriptions, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 7) resolves that this delegation will take effect from September 1, 2025, and will cancel any delegation of the same nature, as of the same date, granted by the General Meeting of Shareholders of May 22, 2024 in its 16<sup>th</sup> resolution. It is noted that the employee shareholding offer announced on March 13, 2025 and scheduled for completion in June 2025 was decided by the Board of Directors at its meeting on October 23, 2024 through the application of the 15<sup>th</sup> and 16<sup>th</sup> resolutions of the Combined General Meeting of May 22, 2024.

The delegation thus granted to the Board of Directors is valid for eighteen months from the date of this General Meeting.

## **26<sup>TH</sup> RESOLUTION**

### ***Amendment to Article 16 of the Company's by-laws governing the deliberations of the Board of Directors***

The General Meeting, after a reading of the report of the Board of Directors, pursuant to Article L. 225-37 section 3 of the French Commercial Code as amended by Law 2024-537 of June 13, 2024 intended to increase financing of businesses and the attractiveness of France, decides to amend Article 16 of the by-laws in order to define the conditions for decisions made by written consultation within the Board of Directors and the conditions for the participation in Board meetings via telecommunications and Article 16 of the by-laws now reads as follows:

Section 8 is amended as follows:

*“At the initiative of its Chairman, the Board of Directors may make decisions by written consultations among the directors, under the conditions stipulated and according to the procedures specified in the internal regulations of the Board of Directors. The members of the Board of Directors are thus called to vote by any written means, including electronic mail, on the decisions or decisions addressed to them. Any member of the Board of Directors may oppose the use of written consultation within the period stipulated by the internal regulations of the Board of Directors”.*

Section 10 is amended as follows:

*“In the event of a tie, the Chairman of the session shall have the deciding vote, whatever the methods of consultation”.*

Section 11 is amended as follows:

*“The directors who participate in the meeting of the Board of Directors via videoconference or telecommunications in compliance with the provisions of the law are deemed present for the calculation of quorum and majority”.*

The other provisions of Article 16 of the bylaws remain unchanged.

## **ORDINARY AND EXTRAORDINARY GENERAL MEETING**

## **27<sup>TH</sup> RESOLUTION**

### ***Powers for formalities***

The General Meeting hereby grants any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.

Each shareholder, regardless of the number of shares it holds, has the right to participate to the General Meeting.

Only shareholders who provide evidence that they are registered personally or through a financial intermediary on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e., on **May 20, 2025 at 00:00 am**, Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary, will be allowed to attend this General Meeting.

The registration of the shares in bearer accounts held by the accredited intermediary must be demonstrated by an attendance certificate (*attestation de participation*) issued by the accredited intermediary.

To participate in this General Meeting, the shareholders may elect one of the following options:

1. physically attend the General Meeting;
2. voting by post or electronically via the VOTACCESS secured platform **prior to** the General Meeting, or
3. giving a proxy to the Chairman of the General Meeting or to any person of his/her choice.

The shareholder having voted by post or sent a proxy or requested for his/her certificate may not be able to choose another way of attending the General Meeting.

#### **Physical participation in the General Meeting**

Shareholders willing to personally attend the General Meeting may request an admission card:

- **for registered shareholders**, by sending their request to Société Générale, Service des Assemblées, 32 rue du Champ de Tir - CS 30812 – 44308 Nantes Cedex 3, France. These requests must be received by Société Générale, Service des Assemblées, to be taken into account, the third day prior to the General Meeting at the latest (i.e., **at the latest on May 19, 2025**) with a pre-paid envelop attached to the convening notice or by simple letter. This request can be carried out by forwarding the voting form on which the request for an admission card can also be found. Registered shareholders who have not received their admission card on the day of the General Meeting may, however, participate by going to the reception desk with proof of identity;
- **for bearer shareholders**, by liaising with their accredited financial intermediary. A certificate is also provided to the shareholder willing to attend physically the General Meeting and who did not receive its admission card on the second business day at 00:00 am, Paris time prior to the General Meeting (i.e., on **May 20, 2025 at 00:00 am**).

Shareholders who access to the VOTACCESS platform may request their admission card via this platform until **May 21, 2025 at 3:00 p.m.**, Paris time.

#### **Vote by post**

A voting form will automatically be sent by regular mail, unless the shareholder has requested to be convened by electronic means, to shareholders registered directly with the issuer (pure or administered) 30 days at least prior to the date of the convening notice publication.

For bearer shareholders, the voting form will be forwarded to them upon request to their accredited financial intermediary. The voting form will also be available on the website of Dassault Systèmes.

It is reminded that, according to the law and the by-laws:

- request for voting form must be received by Société Générale **at least six days** prior to the date of the General Meeting, i.e., on **May 16, 2025 included** at the latest;
- voting forms will only be taken into consideration if they are duly completed, signed, sent by post, and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** prior to the date of the General Meeting, i.e., on **May 19, 2025** at the latest.

#### **Vote by internet**

Shareholders may vote electronically via the VOTACCESS platform which will be opened from **May 2, 2025 at 9:00 a.m.**, Paris time, until **May 21, 2025 at 3:00 p.m.**, Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions.

Only the bearer shareholders whose financial intermediaries have adhered to the VOTACCESS system and propose this service for this General Meeting, may get access to it. Financial intermediaries of bearer shareholders who do not adhere to the VOTACCESS system or provide terms of use to access the voting platform shall inform them how to proceed.

The registered shareholders shall connect to the website <https://sharinbox.societegenerale.com> using his/her usual access code Sharinbox (reminded on the voting form attached to the notice of meeting or in the electronic communication if he/she has chosen this method) or his/her login e-mail (if he/she has already activated his/her Sharinbox by SG Market), then the password he/she already has.

The password to connect the website has been sent to him/her by mail by Société Générale Securities Services. This password may be re-sent to the shareholder by clicking "Get your codes" on the website's opening page. The shareholder must then click "Reply" from the General Meeting's tool bar on the website's opening page and click "Participate". Then the shareholder will be re-directed automatically to the voting system.

The bearer shareholders will connect with his/her usual codes on the financial intermediary's web portal in order to access the VOTACCESS system and follow the on-screen instructions.

**Proxy to the Chairman of the General Meeting or to a proxy**

A voting form will automatically be sent by regular mail, unless the shareholder has requested to be convened by electronic means, to shareholders registered directly with the issuer (pure or administered) 30 days at least prior to the date of the convening notice publication.

For bearer shareholders, the voting form will be forwarded to them upon request to their accredited financial intermediary. The voting form will also be available on the website of Dassault Systèmes.

It is reminded that, according to the law and the by-laws:

- request for voting form must be received by Société Générale **at least six days** prior to the date of the General Meeting, i.e., on **May 16, 2025 included**;
- proxies will only be taken into consideration if they are duly completed, signed and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** prior to the date of the General Meeting, i.e., on **May 19, 2025** at the latest.

Shareholders may revoke their proxy, provided that the revocation is transmitted to the Company and is done in the same conditions than those required for the designation of a proxy.

As an exception to the above, shareholders may designate or revoke their representative by electronic means until the day before the General Meeting at 3:00 pm Paris time (i.e., **until May 21, 2025 at 3:00 pm**, Paris time) by using the VOTACCESS voting platform or by e-mail with an electronic signature resulting from a reliable identification process guaranteeing its link with the contents of the email to which the electronic signature is related, the shareholder being responsible for obtaining any electronic signature certificates or keys, to the following address [DS.Mandataire-AG@3ds.com](mailto:DS.Mandataire-AG@3ds.com) on **May 19, 2025 at 11:59 pm at the latest** and including the following information:

- **for the registered shareholders:** last name, first name, address, and login Société Générale (mentioned on the top left of the account report), and the last and first names of the designated or revoked representative;
- **for the bearer shareholders:** last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder must ask to his financial intermediary which manages his/her securities account to send a confirmation to the “Service des Assemblées” of Société Générale (which he/she knows the electronic details).

The designation or revocation of a proxy (Chairman or another proxy of his/her choice) by post must be received by Société Générale **three days** before the General Meeting at the latest, i.e., on **May 19, 2025 at the latest** and, for bearer shareholders, must be accompanied by the attendance certificate. The abovementioned e-mail address will only be able to deal with the requests of designation or revocation of representatives; any other request will not be considered.

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In accordance with the provisions of Article L.22-10-48 of the French Commercial Code, it is reminded that any person holding alone or in concert, pursuant to one or several temporary transfer transactions relating to these shares or any transaction entailing a right or obligation to resell or return these shares to the transferor, a number of shares representing more than two-hundredth of the voting rights, shall inform the Company ([3DS.AGM@3DS.com](mailto:3DS.AGM@3DS.com)) and the *Autorité des marchés financiers* ([declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org)), on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., **on May 20, 2025 at 00:00 am**, Paris time at the latest) and when the agreement organizing this transaction remains effective on that date, of the total number of shares temporarily held. In case of failure to inform under the conditions described above, the shares are deprived from their voting rights for the relevant General Meeting and for any further General Meeting that would be held until said shares are resold or returned.

Requests to include points or proposed resolutions in the agenda must be sent by electronic communication to the address [3DS.AGM@3DS.com](mailto:3DS.AGM@3DS.com) or by registered letter with recorded delivery to the registered office, to the attention of the Chairman of the Board of Directors, in order to be delivered at the latest the twenty-fifth day prior to the General Meeting, i.e. **April 27, 2025** at the latest, but no later than twenty days after the date of the present preliminary notification, for shareholders fulfilling the conditions set up in Article R. 225-71 of the French Commercial Code (i.e., representing a minimum percentage of the share capital). The Social and Economic Committee (*Comité Social Economique*) may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present preliminary notification, i.e., on **April 24, 2025** at the latest. The request to add a point to the agenda has to be motivated. The request to include proposed resolutions must be accompanied with the text of the resolutions and a brief presentation of them.

These requests must be accompanied with an attendance certificate (*attestation de participation*). It is also reminded that the examination by the General Meeting of the points or the proposed resolutions that will be presented is subject to the communication by the concerned persons, on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., **on May 20, 2025 at 00:00 am**, Paris time at the latest), of a new certificate evidencing the registration of their securities in accordance with the above-mentioned conditions.

Shareholders may send **written questions**, pursuant to the provisions of article L.225-108 para. 3 of the French Commercial Code, on the **fourth business day preceding the General Meeting** at the latest, i.e., on **May 16, 2025** at the latest, by electronic communication to the address [3DS.AGM@3DS.com](mailto:3DS.AGM@3DS.com) or by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They must be accompanied by an attendance certificate (*attestation de participation*).

*Translation for information purpose only*

The information mentioned in Article R. 22-10-23 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, shall be published on <https://investor.3ds.com/shareholders-meeting/home> the **twenty-first day before the General Meeting** at the latest, i.e., on **May 1, 2025 at the latest**. They shall also be available for consultation at the registered office and on the abovementioned Company's website.

The text of the agenda items and proposed resolutions of shareholders added to the General Meeting's agenda shall be published within the prescribed time limit on the abovementioned Company's website.

**Broadcast of the annual shareholders' meeting**

In accordance with article R. 22-10-29-1 of the French Commercial Code, the Shareholders' Meeting will be broadcasted live on the Company's website (<https://investor.3ds.com/fr/shareholders-meeting/home>).

**Confirmation that the vote has been taken into account**

In accordance with Articles L. 22-10-43-1 and R. 228-32-1, II of the Commercial Code, the shareholder may contact the Company to request confirmation that his/her vote has been taken into account in the deliberations. Any request to this effect from a shareholder must be made within three months of the date of the vote (accompanied by supporting documents proving the shareholder's identity). The Company will respond no later than 15 days after the request or the General Meeting, if this event occurs later, unless the information is already available.

**Voting results**

The voting results for each resolution will be published on the Company's website within 15 days after the General Meeting.

*The Board of Directors*