

COMBINED GENERAL MEETING OF 15 JUNE 2021  
DRAFT RESOLUTIONS

TRANSLATION FOR INFORMATION PURPOSES ONLY

**Resolutions within the competence of the ordinary general meeting**

**FIRST RESOLUTION**

**Approval of the annual financial statements for the financial year ended 31 December 2020**

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined:

- the management report of the management board on the annual financial statements, the activity and the situation of the Company during the financial year ended 31 December 2020, and the report of the supervisory board on such accounts; and
- the report of the statutory auditors on the annual financial statements of said financial year,

approves, as presented, the annual financial statements of the Company of the financial year ended 31 December 2020 which show an accounting loss of 1 813 532,99 €, as well as the transactions reflected in these accounts or summarized in these reports.

The general meeting acknowledges that no non-deductible charge referred to in article 39-4 of the general tax code has been registered during the last financial year. The general meeting approves, if necessary, the reintegration of an amount of 37 100 € in the taxable income of the Company corresponding to non-deductible charges referred to in article 39-4 of the general tax code registered by Roche Bobois Groupe SA which has been dissolved without liquidation by transmission of all its assets and liabilities to the Company in accordance with article 1844-5 of the civil code with effect as of 30 December 2020.

Consequently, the general meeting gives the officers discharge of their mandate for the financial year ended 31 December 2020.

**SECOND RESOLUTION**

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

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined:

- the management report of the management board on the consolidated financial statements, the activity and the situation of the group during the financial year ended 31 December 2020, and the report of the supervisory board on such accounts; and
- the report of the statutory auditors on the consolidated financial statements of said financial year,

approves, as presented, the consolidated financial statements of the financial year ended 31 December 2020 which show a net consolidated profit of 10 097 K€ and a net consolidated profit – group share of 9 974 K€, as well as the transactions reflected in these accounts or summarized in these reports.

**THIRD RESOLUTION**

**Allocation of the result of the financial year ended 31 December 2020**

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, approves the proposal of the management board and decides to allocate the result of financial year as follows:

|                                                              |                 |
|--------------------------------------------------------------|-----------------|
| <b>Origin of result to be allocated</b>                      |                 |
| result of the financial year ended 31 December 2020          | -1 813 532.99 € |
| positive balance of the "Retained earnings" account          | 15 321 127.68 € |
| i.e. a distributable income of                               | 13 507 594.69 € |
| <b>Allocation voted</b>                                      |                 |
| distribution of a dividend of 0.50 € per share               | *4 937 608.00 € |
| allocation of the balance to the "Retained earnings" account | 8 569 986.69 €  |

\* Amount corresponding to the dividend distributed to all shares making the share capital, which will be adjusted to take into account treasury shares not eligible to such dividend before the payment date.

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The general meeting recognizes that it has been informed that for natural persons having their tax residence in France, this dividend is subject to a flat tax of 12.8% (article 200 A 1 of the general tax code) or, as an exception and upon express and global option, to income tax with a rebate of 40% (articles 200 A 2 and 158-3 2° of the general tax code). The dividend is also subject to social taxes at the rate of 17.2%

The general meeting grants all necessary powers to the management board to determine the dividend payment terms. The general meeting authorizes the management board to transfer to the "Retained earnings" account the amount of the dividend not distributed in the event of variation of the number of shares eligible to the distribution decided pursuant to this resolution, including in particular the treasury shares owned by the Company on the payment date.

In accordance with the law, the general meeting notes that the dividends distributed during the last three financial years were as follows:

| Financial year ended      | Revenues eligible to the rebate |                    | Revenues not eligible to the rebate <sup>(1)</sup> |                    |
|---------------------------|---------------------------------|--------------------|----------------------------------------------------|--------------------|
|                           | Dividend (€)                    | Other revenues (€) | Dividends (€)                                      | Other Revenues (€) |
| 31/12/2019                | 642 978.00                      | -                  | 344 014.50                                         | -                  |
| 31/12/2018                | 1 799 367.36                    | -                  | 963 240.60                                         | -                  |
| 19/03/2018 <sup>(2)</sup> | 3 105 613.48                    | -                  | 1 930 746.42                                       | -                  |
| 31/12/2017                | 6 150 332.00                    | -                  | 3 823 635.00                                       | -                  |

<sup>(1)</sup> Revenues distributed to owners of registered shares.

<sup>(2)</sup> Distribution of amounts taken out of the "Other reserves" account decided by the general meeting of 19 March 2018.

#### **FOURTH RESOLUTION**

##### ***Special report from the statutory auditors on undertakings and agreements referred to in articles L. 225-86 and seq. of the commercial code and approval of such undertakings and agreements***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the special report of the statutory auditors on undertakings and agreements referred to in articles L. 225-86 and seq. of the commercial code, acknowledges that no new such undertaking or agreement has been subscribed or entered into during the last financial year.

#### **FIFTH RESOLUTION**

##### ***Approval of the compensation policy applicable to officers***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-26 II the compensation policy applicable to officers as presented in paragraph 13.1.1 of the 2020 universal registration document of the Company.

#### **SIXTH RESOLUTION**

##### ***Approval of the information referred to in paragraph I of article L. 22-10-9 of the commercial code concerning the officers***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-34 I, the information referred to in paragraph I of article L. 22-10-9 set out in paragraph 24.3.1 of the 2020 universal registration document of the Company.

#### **SEVENTH RESOLUTION**

##### ***Approval of the elements of compensation paid or allocated to Jean-Eric Chouchan, chairman of the supervisory board, in connection with the 2020 financial year***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-34 II, the fixed, variable and exceptional amounts included in the total compensation as well as any advantage in kind paid or allocated to Jean-Eric Chouchan in connection with his office as chairman of the supervisory board for the 2020 financial year, as set forth in paragraphs 13.1.2 and 24.3.1 of the 2020 universal registration document of the Company.

#### **EIGHT RESOLUTION**

##### ***Approval of the elements of compensation paid or allocated to Guillaume Demulier, chairman of the management board, in connection with the 2020 financial year***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-34 II, the fixed, variable and exceptional amounts included in the total compensation as well as any advantage in kind paid or allocated to Guillaume Demulier in connection with his office

as chairman of the management board for the 2020 financial year, as set forth in paragraphs 13.1.2 and 24.3.1 of the 2020 universal registration document of the Company.

#### **NINETH RESOLUTION**

##### ***Approval of the elements of compensation paid or allocated to Eric Amourdedieu, member of the management board and managing director, in connection with the 2020 financial year***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-34 II, the fixed, variable and exceptional amounts included in the total compensation as well as any advantage in kind paid or allocated to Eric Amourdedieu in connection with his office as member of the management board and managing director for the 2020 financial year, as set forth in paragraphs 13.1.2 and 24.3.1 of the 2020 universal registration document of the Company.

#### **TENTH RESOLUTION**

##### ***Approval of the elements of compensation paid or allocated to Antonin Roche, member of the management board, in connection with the 2020 financial year***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-34 II, the fixed, variable and exceptional amounts included in the total compensation as well as any advantage in kind paid or allocated to Antonin Roche in connection with his office as member of the management board for the 2020 financial year, as set forth in paragraphs 13.1.2 and 24.3.1 of the 2020 universal registration document of the Company.

#### **ELEVENTH RESOLUTION**

##### ***Approval of the elements of compensation paid or allocated to Martin Gleize, member of the management board, in connection with the 2020 financial year***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the corporate governance report of the supervisory board referred to in the last paragraph of article L. 225-68 of the commercial code, approves, in accordance with the provisions of article L. 22-10-34 II, the fixed, variable and exceptional amounts included in the total compensation as well as any advantage in kind paid or allocated to Martin Gleize in connection with his office as member of the management board for the 2020 financial year, as set forth in paragraphs 13.1.2 and 24.3.1 of the 2020 universal registration document of the Company.

#### **TWELFTH RESOLUTION**

##### ***Renewal of the term of office of member of the supervisory board of Jean-Eric Chouchan***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as member of the supervisory board of Jean-Eric Chouchan has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Jean-Eric Chouchan has confirmed in advance to the Company that he would accept the renewal of his office as member of the supervisory board should such renewal be approved by the general meeting, and that he continues to satisfy the required conditions to hold this office.

#### **THIRTEENTH RESOLUTION**

##### ***Renewal of the term of office of member of the supervisory board of Nicolas Roche***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as member of the supervisory board of Nicolas Roche has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Nicolas Roche has confirmed in advance to the Company that he would accept the renewal of his office as member of the supervisory board should such renewal be approved by the general meeting, and that he continues to satisfy the required conditions to hold this office.

#### **FOURTEENTH RESOLUTION**

##### ***Renewal of the term of office of member of the supervisory board of Giovanni Tamburi***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as member of the supervisory board of Giovanni Tamburi has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Giovanni Tamburi has confirmed in advance to the Company that he would accept the renewal of his office as member of the supervisory board should such renewal be approved by the general meeting, and that he continues to satisfy the required conditions to hold this office.

**FIFTEENTH RESOLUTION**

***Renewal of the term of office of member of the supervisory board of Société Immobilière Roche***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as member of the supervisory board of Société Immobilière Roche has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Société Immobilière Roche has confirmed in advance to the Company that he would accept the renewal of his office as member of the supervisory board should such renewal be approved by the general meeting, and that he continues to satisfy the required conditions to hold this office.

The general meeting further acknowledges that Société Immobilière Roche has indicated that it would continue to be represented at the supervisory board by Emmanuel Masset.

**SIXTEENTH RESOLUTION**

***Renewal of the term of office of member of the supervisory board of Mercedes Erra***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as member of the supervisory board of Mercedes Erra has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Mercedes Erra has confirmed in advance to the Company that she would accept the renewal of her office as member of the supervisory board should such renewal be approved by the general meeting, and that she continues to satisfy the required conditions to hold this office.

**SEVENTEENTH RESOLUTION**

***Renewal of the term of office of member of the supervisory board of Annalisa Loustau-Elia***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as member of the supervisory board of Annalisa Loustau-Elia has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Annalisa Loustau-Elia has confirmed in advance to the Company that she would accept the renewal of her office as member of the supervisory board should such renewal be approved by the general meeting, and that she continues to satisfy the required conditions to hold this office.

**EIGHTEENTH RESOLUTION**

***Renewal of the term of office of censor of the supervisory board of Marie-Claude Chouchan***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having acknowledged that the term of office as censor of the supervisory board of Marie-Claude Chouchan has come to an end, decides the renew such term of office for a three-year period expiring at the end of the general meeting to be held in year 2024 to vote on the accounts of the financial year ended 31 December 2023.

The general meeting acknowledges that Marie-Claude Chouchan has confirmed in advance to the Company that she would accept the renewal of her office as censor of the supervisory board should such renewal be approved by the general meeting, and that she continues to satisfy the required conditions to hold this office.

**NINETEENTH RESOLUTION**

***Authorization to be granted to the management board to implement a share buy-back program***

The general meeting, ruling under quorum and majority conditions required for ordinary general meetings, after having examined the report of the management board,

- **Authorizes** the management board, with the possibility to subdelegate in the conditions set out by law, for an eighteen month period beginning on the date of this general meeting, to buy-back shares of the Company in accordance with the

provisions of articles L. 225-209 and seq. of the commercial code and the general regulation of the financial markets Authority,

- **Decides** that the prior approval of the supervisory board is required for the management board to be able to use this authorization,
- **Decides** that the acquisition, sale or transfer of shares may be realized, in one or more times, by any means, on or off the market, including by block trades, public offers, options or derivatives, in the conditions set forth by market authorities and applicable legislation,
- **Decides** that the authorization may be used for the following purposes:
  - ensuring the liquidity of the shares of the Company pursuant to a liquidity agreement entered into with a financial services provider in accordance with applicable legislation;
  - complying with obligations under stock option, free share or employee saving plans or other share allocations to employees or officers of the Company or its affiliates, as well as carrying out any hedging transactions relating to these allocations in the conditions and in accordance with the provisions of applicable legislation;
  - delivering of shares further to the exercise of financial instruments giving access to the share capital as well as carrying out any hedging transactions relating to these operations in the conditions and in accordance with the provisions of applicable legislation;
  - buying back shares to keep them and deliver them in exchange or payment as part of future potential acquisition transactions, in accordance with market practices admitted by the financial market Authority;
  - cancelling all or part of the shares bought back in accordance with the twentieth resolution of this general meeting, subject to its adoption, or any other resolution adopted by the general meeting in accordance with its terms; or
  - more generally, for any other purpose that may become authorized by law or a market practice admitted by the financial market authorities, provided in each case that the Company will inform its shareholders by a press release,
- **Decides** that the maximum purchase price by share is set at 60 euros (charges and commissions excluded) and the cap at 10 million euros, it being noted that the purchase price will be adjusted if necessary to take into account operations on the share capital (such as incorporation of reserves, free allocation of shares, division or grouping of shares) occurring during the validity of this authorization;
- **Decides** that the maximum number of shares bought back pursuant to this resolution shall at no time exceed 10% of the total number of shares making the share capital at any time, this percentage being applicable to the share capital as adjusted further to operations carried out after this general meeting, it being noted that (i) when the shares are bought back to ensure liquidity, the number of shares to be taken into account for determining this limit will be the number of shares bought back minus the number of shares sold during the validity of the authorization and (ii) that when they are kept for subsequent delivery in exchange or payment in the context of a merger, demerger or contribution transaction, the maximum number of shares may not exceed 5% of the total number of shares,
- **Gives** full power and authority to the management board, with the possibility to subdelegate in the conditions set out by law, to implement this authorization, including to decide on the opportunity to launch a buy-back program and its modalities, pass any market order, sign any sale or transfer agreement, enter into any contract, liquidity agreement, option, file any declaration with the financial markets Authority or any other entity and carry out any required formalities, including allocating or reallocating the shares bought back and, more generally, to do whatever will be necessary.

#### **Resolutions within the competence of the extraordinary general meeting**

##### **TWENTIETH RESOLUTION**

##### ***Authorization to be granted to the management board to reduce the share capital through the cancellation of shares***

The general meeting, ruling under quorum and majority conditions required for extraordinary general meetings, after having examined the report of the management board and the reports of the statutory auditors,

- **Authorizes** the management board, in accordance with article L. 225-209 of the commercial code, for an eighteen month period beginning on the date of this general meeting, to cancel, in one or more times, within the limit of 10% of the amount of the share capital by period of twenty-four (24) months, all or part of the shares bought back by the Company, and to reduce accordingly the share capital, it being noted that this limit does not apply to an amount of share capital which will be eventually adjusted to take into account operations occurring after the date of this general meeting,
- **Decides** that the prior approval of the supervisory board is required for the management board to be able to use this authorization,

- **Decides** that the difference, if any, between the repurchase price of the shares and their nominal value will be charged against merger, issue or contribution premium accounts or available reserve accounts, subject that they do not fall below 10% of the share capital of the Company after completion of the share capital reduction,
- **Gives** full power and authority to the management board, with the possibility to subdelegate in the conditions set out by law, to carry out all acts, formalities or filings required to complete the share capital reductions which could be realized pursuant to this resolution and to amend accordingly the by-laws.

#### **TWENTY-FIFTH RESOLUTION**

##### ***Amendments of the by-laws to include recent legislation updates relating to the deliberation of the supervisory board and participation of shareholders to general meetings***

The general meeting, ruling under quorum and majority conditions required for extraordinary general meetings, after having examined the report of the management board, decides to amend the by-laws of the Company as follows:

The following paragraph is added at the end of article 17 (« *Meetings of the supervisory board* »):

*« In accordance with the provisions of article L. 225-82 of the commercial code, the decisions within the attributions of the supervisory board referred to in second paragraph of article L. 225-65, second paragraph of article L. 225-68, article L. 225-78 and article L. 225-103 III, as well as the decisions to transfer the registered office in the same department may be taken by written consultation of the members of the supervisory board. »*

The following paragraph is added in article 22 (« *General meetings of shareholders* ») after the fifth paragraph:

*« If the management board or the supervisory board so decides at the time of convening the general meeting, the shareholders will be able to participate to the meeting by visio conference or any other telecommunication or tele transmission means enabling their identification, including internet, in the conditions set forth by law. »*

#### **Power for formalities**

#### **TWENTY-SECOND RESOLUTION**

##### ***Power for formalities***

The general meeting gives full power to the holder of an original, a certified copy or extract of these minutes to complete all publicity formalities and filings required further the adoption of the above resolutions, or to request their completion.