

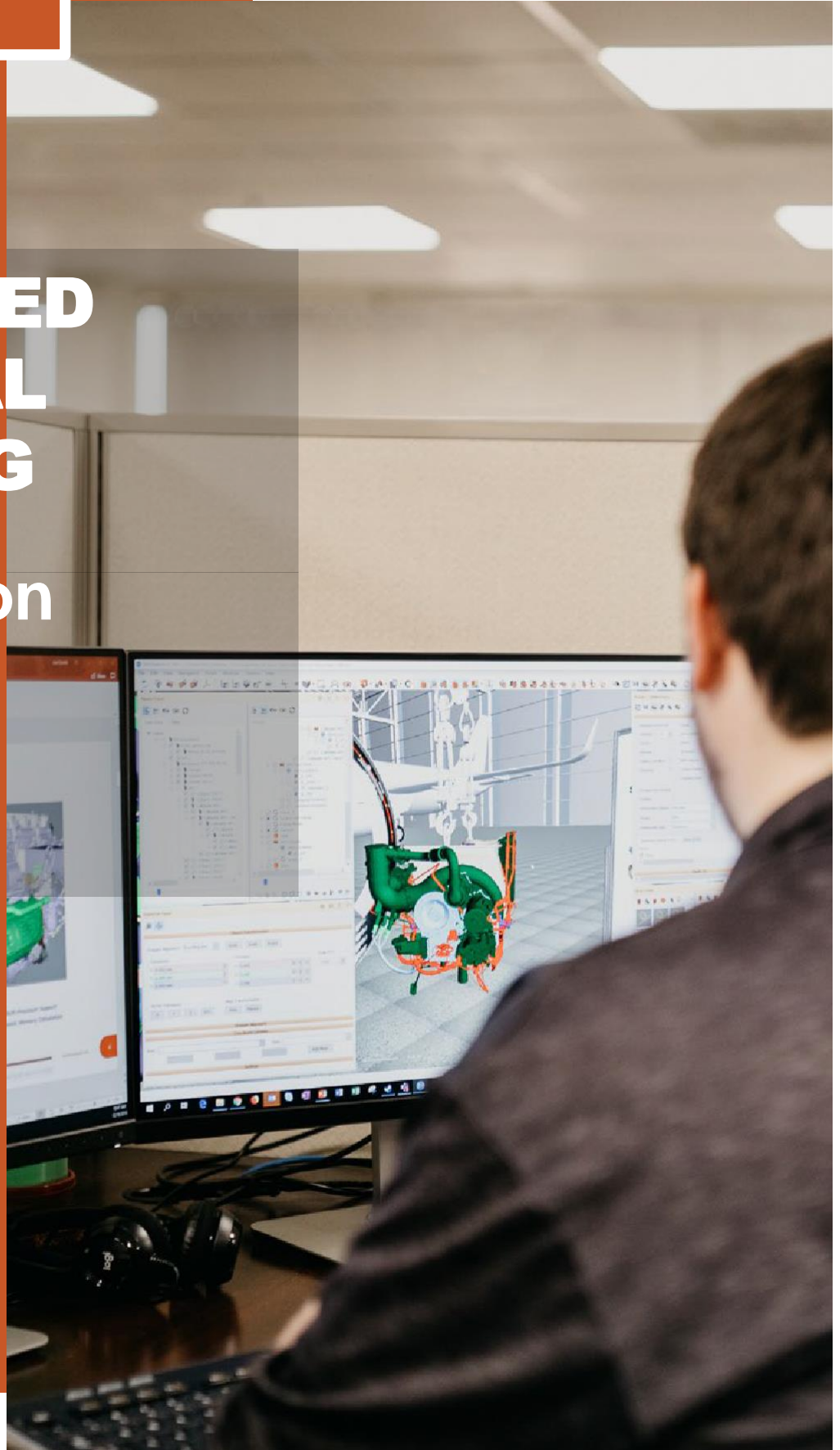
2021

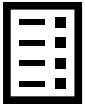
esi
get it right

COMBINED GENERAL MEETING

Information brochure

Tuesday, June 22, 2021





AGENDA

Message to shareholders	Page 3
ESI Group in figures	Page 5
Capital & Voting rights	Page 6
Key events	Page 6
ESI Group's annual results for the past 5 financial years	Page 7
Participation terms and conditions	Page 8
Agenda	Page 11
Resolutions submitted to the General Meeting	Page 12
Members of the board of directors	Page 18
Directors whose terms are submitted to the vote	Page 19
Well-balanced corporate governance	Page 20
Voting Form	Page 22
Request for documents and information	Page 23





MESSAGE TO SHAREHOLDERS

ALEX DAVERN'S MESSAGE

Chairman of the Board of Directors

2020 was a cornerstone year for Industry and ESI.

During this unprecedented year, ESI has proven to all its stakeholders the resilience of its business model, and the proven value of its solutions.

Moreover, despite the challenging context, ESI accelerated its own transformation. The group has and continues to develop all the needed prerequisites to become an undisputable leader in the simulation market, leveraging its key differentiators of virtual prototyping solutions, the Hybrid Twin concept and its unique expertise in predictive physics.

Led by Cristel de Rouvray, ESI is focusing by outcome and by industry, streamlining the organization and adopting best practices on all fronts thus channeling and aligning the energy of its employees.. These are the conditions to ensure durability and success as an independent company.



Cristel's strategy, energy and vision convinced me to join the Group as Board observer in October 2020 and become Chairman of the Board of Directors in February 2021.

The evolution of ESI's governance is a new step forward to create a best-in-class leader with interests aligned at every level and for all stakeholders.

As non-executive chairman, I look after the interests of all shareholders and in particular those of minority shareholders. Along with the entire Board of Directors, my role is to accompany and guide ESI's executive team to accelerate the sustainable revenue and profitability growth of the Company.



CRISTEL DE ROUVRAY'S MESSAGE

Chief Executive Officer

2020 was one of the most disrupted years of our lifetimes. The Covid-19 pandemic changed our way of seeing and doing things, including new challenges for business and industry. At ESI, our teams around the globe swiftly adapted which allowed us to stay focused on driving business forward and supporting our customers and partners, while doing our best to keep them and our employees safe and productive.



From this health and economic crisis has emerged a growing readiness from industries to engage in or further adopt digital solutions that are more flexible, less energy-consuming and adaptive to various hazards, particularly that of physical distance.

By limiting existing reliance on real testing and prototypes for validation to increasingly anchor on predictive physics-based simulation solutions, industry gets the tools to make the right decisions at the right time while gaining flexibility, efficiency and performance.

As a leading innovator in Virtual Prototyping, we support industrial players in their inevitable digital transformation, offering them solutions that are ultimately more beneficial for from a perspective of “Cost, Time &Quality” and more respectful of our environment.

In 2020 we formalized our Corporate Purpose: **boost human creativity to drive industrial performance to ever higher levels.** ESI has always put emphasis on human ingenuity to steward massive change.

2020 was a pivotal year for the Group. We increased our engagement with customers, limited our revenue decrease and contained the impact on profit. We accelerated our transformation journey toward focus, synergies, optimization and best-practice, setting the foundation for our future performance.

Today, we are committed more than ever to continue shaping the future of industry.



ESI GROUP IN FIGURES



€132.6 M
REVENUE

- 8.7 % cer⁽²⁾
REVENUE
EVOLUTION

€ 3.7M
ADJUSTED
EBIT⁽¹⁾

€ 1.4M
NET
RESULT

AN INNOVATIVE AND MULTISECTORAL OFFER

Industrial diversification (% of sales)

59.2 %



**AUTOMOTIVE, LAND
TRANSPORTATION**

10.9 %



**AEROSPACE, DEFENSE
& NAVAL**

11.1 %



**HEAVY
INDUSTRY**

6.2 %



ENERGY

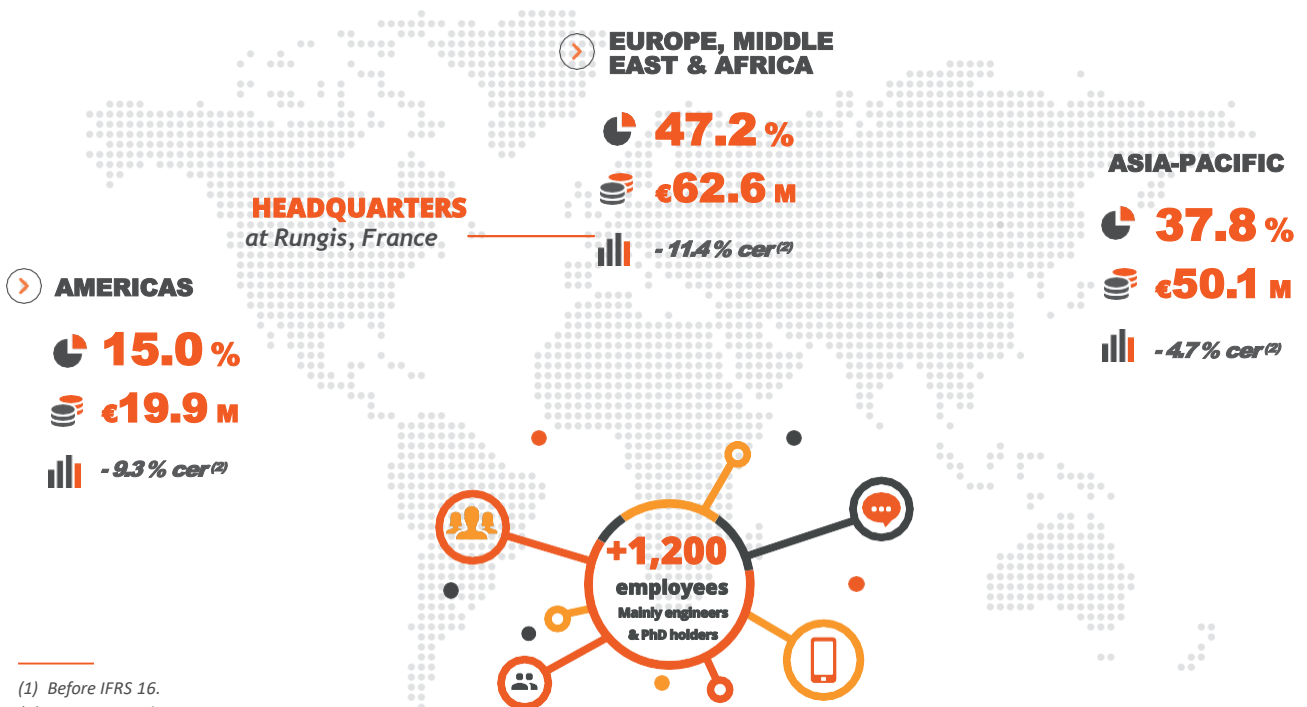
12.6 %



OTHERS

A GLOBAL COMPANY

Present in
+ 20 countries



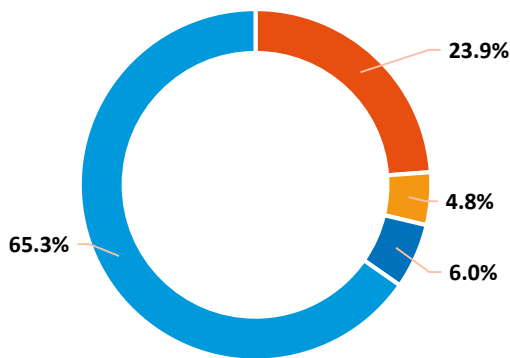
(1) Before IFRS 16.

(2) Constant exchange rate.



CAPITAL & VOTING RIGHTS IN APRIL 30, 2021

CAPITAL BREAKDOWN



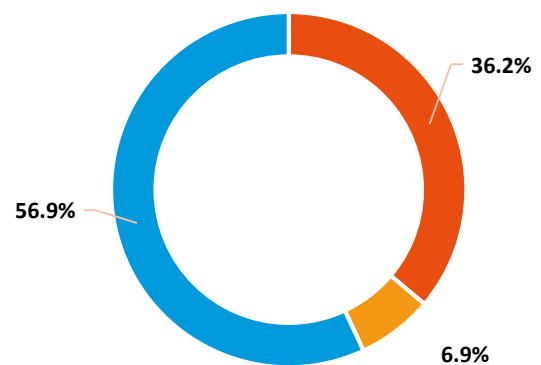
Public

Board of Directors

Employees

Treasury Shares

VOTING RIGHTS BREAKDOWN



KEY EVENTS AFTER THE COMPANY'S FINANCIAL YEAR-END

GOVERNANCE EVOLUTION

On February 8, 2021, the Board of Directors changed ESI Group's governance, with the appointment of Alex Davern as Director and Chairman of the Board, and changes in the organization of the Board of Directors. The retirement of Vincent Chaillou, Corporate COO, at the end of December 2021, was also announced.

FIRST QUARTER 2021 REVENUES

Q1 2021 revenues (period January 1 to March 31) increased by +1.2% (+3.7% cc) to €55.5M (above the communicated range). All the group's efforts are focused on accelerating revenue growth, improving the new business pipeline and continuing the cost control plan in 2021.

TERMINATION OF THE SHAREHOLDERS' AGREEMENT

ESI Group has been notified by some shareholders of the termination of a shareholders' agreement (article L. 233-11 of the French Commercial Code) and the end of the concerted action. The effective date of termination of the shareholders' agreement is June 5, 2021. The concerted action between these shareholders ended on May 5, 2021, and the corresponding declarations of threshold crossing have been made to the AMF.

ESI GROUP'S ANNUAL RESULTS FOR THE PAST 5 FINANCIAL YEARS

Closing date	12/31/2020	12/31/2019	01/31/2019	01/31/2018	01/31/2017
Duration of financial year <i>(number of months)</i>	12	11	12	12	12
Capital at balance sheet date					
Share capital <i>(in €)</i>	18,109,776	18,055,476	18,053,676	18,049,326	17,975,976
Number of shares					
♦ ordinary shares	6,036,592	6,018,492	6,017,892	6,016,442	5,991,992
♦ preference shares					
Maximum number of shares to be created					
♦ via convertible bonds					
♦ via subscription rights	120,210	205,334	151,448	108,843	175,733
Operations and results <i>(in €)</i>					
Revenue (excl. tax)	82,935,829	55,295,671	86,022,988	83,883,977	84,313,214
Earnings before tax, employee profit-sharing, allowances for amortization and provisions	28,948,002	(2,973,365)	27,025,120	31,555,313	28,651,433
Income tax	3,122,046	(3,024,257)	(2,698,695)	(2,228,379)	(1,669,380)
Employee profit-sharing					15,967
Allowances for amortization and provisions	47,244,034	33,849,027	26,903,999	28,762,466	28,688,439
Net income	(15,173,986)	(27,851,406)	2,819,816	5,546,976	1,632,374
Distributed earnings					
Earnings per share <i>(in €)</i>					
Earnings after tax and employee profit-sharing, before allowances for amortization and provisions	5.31	-	5	6	5
Earnings after tax, employee profit-sharing, allowances for amortization and provisions	(2.51)	(5)	-	1	-
Dividend					
Personnel					
Average headcount ⁽¹⁾	259	258	264	243	234
Payroll <i>(in €)</i>	16,903,205	15,027,428	15,880,764	14,766,952	14,159,959
Amounts paid in benefits (social security, social welfare, etc.) <i>(in €)</i>	7,689,415	6,969,914	7,466,508	6,971,314	6,711,622

(1) Average headcount in France and in branches outside France, presented starting financial year ending January 2019.

PARTICIPATION TERMS AND CONDITIONS

WARNING

The following procedures take into consideration the exceptional situation related to the current health crisis and reflect the provisions of Ordinance no. 2020-321 of March 25, 2020 adapting the rules of meeting and deliberation rules for the general meetings and governing bodies of legal persons and entities without legal personality under private law because of the Covid-19 epidemic amended by Ordinance n°2020-1497 of December 2, 2020 and Decree n°2020-418 of April 10, 2020 implementing measures, as amended by Decree n°2020-1614 of December 18, 2020.

The General Meeting on Tuesday, June 22, 2021 at 4:00 p.m. will be held behind closed doors and will be broadcast live and recorded, access to which is available at

<https://investors.esi-group.com/shareholders-meeting>.

As the General Meeting of June 22, 2021 will be held without the presence of shareholders and other persons entitled to attend in person or by means of a telephone or audiovisual conference, no admission card to this Meeting will be issued. Consequently, shareholders will not be able to attend the meeting in person or be represented by another individual.

No questions may be asked on the day of the General Meeting; only written questions addressed to the company will be dealt with on the ESI Group website.

I. Participation procedures at the General Meeting

In accordance with the provisions of the French Commercial Code, Shareholders are informed that participation in the meeting is subject to the registration of the shares in the name of the shareholder or the intermediary registered on his behalf on the second business day preceding the meeting, so on June 18, 2021, by midnight, Paris time:

- either in the registered share accounts held by the Company,
- or in the bearer securities accounts held by the authorized intermediary.

In accordance with Article R.225-85 of the French Commercial Code, the registration date is set at midnight, Paris time, on June 18, 2021.

This registration must be evidenced by a shareholding certificate issued by the authorized intermediary and attached to the distance voting or proxy form.

II. Voting procedures at the General Meeting

1. To participate in the General Meeting, shareholders may choose one of the following three options:

- Send a proxy to the company without indicating a representative, which is equivalent to giving power to the chairman of the general meeting,
- Give a proxy to the person of their choice under the conditions of Article L. 225-106 of the French Commercial Code (proxy to a third party), being specified that, in this case, the proxy holder must vote by mail by virtue of this power;
- Vote by mail.

Shareholders wishing to give a proxy or to vote by mail should:

- a. for registered shareholders, return the postal voting form or proxy form, which can be downloaded from the company's website or obtained upon request from the company's registered office or from CIC, at the following address: CIC, Service Assemblées 6, avenue de Provence 75452 Paris Cedex 09 / serviceproxy@cic.fr,
- b. for holders of bearer shares, request, as from the convening date, the voting form and its appendices from the financial institution that holds their shares so that the request reaches this intermediary six days before the date of the meeting, i.e. by June 16, 2021 at the latest.

PARTICIPATION TERMS AND CONDITIONS

Mail voting forms will only be taken into account if they are received by CIC, Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09 or at the e-mail address serviceproxy@cic.fr, no later than June 19, 2021, and are accompanied, for those from bearer shareholders, by a certificate of participation.

Third-party mandates may validly be received by CIC, Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09 or at the e-mail address serviceproxy@cic.fr, until the fourth day prior to the date of the General Meeting, i.e. no later than June 18, 2021.

The proxy will not be able to physically attend the Meeting. He will necessarily have to send his instructions for the exercise of the mandates he holds, to the company or its authorized intermediary by electronic means to the following address: serviceproxy@cic.fr, using the postal vote form, no later than the fourth day prior to the date of the meeting, i.e. no later than June 18, 2021.

2. In accordance with the provisions of Article R.225-79 of the French Commercial Code, the notification and revocation of a power of attorney to the Chairman may be made by electronic means as follows:

- **for holders of directly registered shares:** by sending an e-mail to the following address: serviceproxy@cic.fr, specifying their full name, address and identifier, as well as the power of attorney given to the Chairman;
- **for holders of administered registered shares or bearer shares:** by sending an e-mail to the following e-mail address: serviceproxy@cic.fr, specifying their full name, address and bank references, as well as the power of attorney given to the Chairman. They must then ask their authorized intermediary who manages their shares account to send a written confirmation (by mail or fax) to CIC - Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09.

Only duly signed and completed notifications or withdrawal of proxy to the President shall be considered.

3. A shareholder who has already voted by mail, sent a proxy or requested an admission card or a certificate of participation may choose another means of participation in the meeting provided that his or her

instructions to this effect are received within a period of time compatible with the rules relating to each means of participation in the company. Previous instructions received will be hence revoked.

4. A shareholder who has already voted remotely or sent a proxy to the Chairman may sell all or part of his shares at any time. However, if the transfer of ownership takes place before midnight, Paris time, on the second business day prior to the meeting, i.e., June 18, 2021, the company shall invalidate or modify, depending on the case, the vote casted remotely or by proxy given to the Chairman. To this end, the intermediary holding the account shall notify the transfer of ownership and provide the necessary information to the Company or its representative.

5. No transfer of ownership made after the second business day prior to the meeting at midnight, Paris time, i.e. June 18, 2021, regardless of the means used, shall be notified by the authorized intermediary or taken into consideration by the company, notwithstanding any agreement stating the contrary.

III – Requests to add items or draft resolutions and written questions from shareholders

1. Any Shareholder may submit written questions to the Chairman of the Board of Directors. These written questions shall be sent to the headquarter: ESI Group - 3bis rue Saarinen, Immeuble le Séville, 94528 Rungis cedex, France, by registered mail with acknowledgement of receipt or by electronic means to the following address: investors@esi-group.com, no later than the fourth business day preceding the date of the General Meeting, i.e. June 18, 2021. They shall be accompanied by a certificate of registration either in the registered shares accounts held by the Company or in the bearer shares accounts held by an intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code.

PARTICIPATION TERMS AND CONDITIONS

In accordance with the legislation in force, these questions may be answered jointly if they have the same content or relate to the same subject matter. The answer to a written question shall be deemed to have been given when it appears on the Company's website in a section devoted to questions and answers.

2. One or more shareholders satisfying the conditions set forth in Article R.225-71 of the French Commercial Code or associations of shareholders satisfying the conditions set forth in Article L.225-120 of the French Commercial Code may request that items or draft resolutions be included on the agenda. These items or draft resolutions are included in the agenda of the General Meeting and brought to the attention of the shareholders under the conditions determined by the regulations in force.

Requests for the inclusion of items or draft resolutions on the agenda of the General Meeting by shareholders who meet the legal requirements in force must be sent to the registered office by registered letter with acknowledgement of receipt or by e-mail to the following address: investors@esi-group.com and be received no later than the 25th day before the date of the General Meeting, i.e., May 28, 2021 at midnight, Paris time.

Such requests must be accompanied by a certificate of ownership or representation of the portion of the capital required by the aforementioned Article R.225-71, as of the date of the request, either in the registered share accounts held by the Company or in the bearer share accounts held by an intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code.

Requests for the inclusion of an item on the agenda must be justified. Requests for the inclusion of draft resolutions shall be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement. The Company acknowledges receipt of requests to include items or draft resolutions on the agenda by registered letter within five days of such receipt.

It should also be noted that consideration by the General Meeting of items or draft resolutions is also subject to the transmission by the interested parties of a new certificate proving the registration of the shares in the same accounts on the second business day preceding the Meeting, i.e. June 18, 2021, at midnight, Paris time.

The list of items added to the agenda and the text of the draft resolutions submitted by shareholders as provided above will be published on the Company's website in accordance with Article R. 225-73-1 of the French Commercial Code.

IV – Pre-assembly information documents

In accordance with the applicable legal and regulatory provisions, all documents that must be made available to Shareholders in connection with this Meeting will be available, within the legal deadlines, at the Company's headquarters, 3 bis rue Saarinen, Immeuble Le Séville, 94528 Rungis Cedex, France, as well as on the Company's website: <https://www.esi-group.com/company/investors/documentation/annual-shareholder-meeting>. The documents provided for in Article R225-73-1 of the French Commercial Code, will be also available on the Company's website at the precited address. no later than June 1st, 2021.



AGENDA

DECISIONS FALLING WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

1. Approval of the parent company financial statements for the financial year ended December 31, 2020
2. Approval of the consolidated financial statements for the financial year ended December 31, 2020
3. Allocation of net profit for the year
4. Special report of the Statutory Auditors on the regulated agreements and commitments referred to in Article L. 225-38 of the French Commercial Code and absence of new regulated agreement
5. Ratification of the Board of Directors' decision to transfer the Company's registered office and of the related amendment to Article 4 "Registered Office" of the articles of association
6. Renewal of Cristel de Rouvray's mandate as Director
7. Ratification of co-optation and appointment of Alex Davern as Director
8. Nomination of Charles-Helen des Isnards as Board observer
9. Approval of the remuneration policy of the members of the Board of Directors for 2021 financial year
10. Approval of the remuneration policy of the Chairman of the Board of Directors for 2021 financial year
11. Approval of the remuneration policy of the Chief Executive Officer for 2021 financial year
12. Approval of the remuneration policy of the Chief Operating Officer for 2021 financial year
13. Approval of the components of the total compensation paid or allocated to Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2020
14. Approval of the components of the total compensation paid or allocated to Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2020
15. Approval of the components of the total compensation paid or allocated to Vincent Chaillou, Chief Operating Officer, for the financial year ended on December 31, 2020
16. Approval of the components of the total compensation paid or allocated to Christopher St John, Chief Operating Officer, until June 30, 2020, for the financial year ended on December 31, 2020
17. Determination of the compensation paid to the members of the Board of Directors
18. Non-renewal of the Statutory Auditor PricewaterhouseCoopers audit and the Alternate Statutory Auditors: Auditex and Yves Nicolas
19. Renewal of the mandate of Ernst & Young Audit as Statutory Auditor for six years
20. Appointment of KPMG as Statutory Auditor for six years
21. Authorization for the Board of Directors to purchase the Company's own shares

DECISIONS FALLING WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

22. Amendment of Article 18 of the Company's articles of association in order to remove the obligation to appoint Alternate Statutory Auditors
23. Authorization given to the Board of Directors to increase the capital by issuing shares reserved for employees enrolled in the employee savings plan

JOINT DECISIONS

24. Powers for formalities

RESOLUTIONS SUBMITTED TO THE GENERAL MEETING OF JUNE 25, 2021

DECISIONS FALLING WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

► First resolution

Approval of the parent company financial statements for the financial year ended December 31, 2020

Q Statement of reasons

Based on the review of the management report of the Board of Directors, the reports of the Statutory Auditors on the parent company financial statements, the General Meeting is requested to approve the parent company financial statements for the financial year ended December 31, 2020, showing deficit of €-15,173,986.32.

The General Meeting, having reviewed the management report of the Board of Directors, and the reports of the Statutory Auditors on the parent company financial statements and the parent company financial statements for the financial year ended December 31, 2020, approves the financial statements and balance sheet, as presented, showing a deficit of €-15,173,986.32.

It approves the transactions reflected in said financial statements or summarized in said reports.

The General Meeting also approves the total expenses and charges not deductible from profits subject to income tax, equal to €244,253.

► Second resolution

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

Q Statement of reasons

Based on the review of the management report of the Board of Directors, and the reports of the Statutory Auditors on the consolidated financial statements, the General Meeting is requested to approve the consolidated financial statements for the financial year ended December 31, 2020 showing a net profit of €1,413,876.

The General Meeting, having reviewed the management report of the Board of Directors, and the reports of the Statutory Auditors on the consolidated financial statements and the consolidated financial statements as at December 31, 2020, approves these financial statements as presented, resulting in a net profit of €1,413,876.

► Third resolution

Allocation of net profit for the year

Q Statement of reasons

The General Meeting is requested to allocate the deficit of €-15,173,986.32 as follows:

- €0 to the legal reserve;
- €-15,173,986.32 to retained earnings.

Following this allocation, the balance of the legal reserve will stand at €1,805,367,60.

Following this allocation, retained earnings will stand at €-2,117,870,10.

The Board of Directors reminds the General Meeting that no dividends have been paid out for the past three financial years.

The General Meeting, noting that the net deficit for the year ended December 31, 2020 amounted to €-15,173,986.32, decides, on a proposal from the Board of Directors, to allocate the result as follows:

Current position:

- Net result for the year: €-15,173,986.32;
- Retained earnings: €13,056,116.22;
- Total to be allocated: €-15,173,986.32.

Allocated as follows:

- €0 to the legal reserve;
- €-15,173,986.32 to retained earnings.

Following this allocation, the balance of the legal reserve will stand at €1,805,367.60.

Following this allocation, retained earnings will stand at €-2,117,870.10.

The Board of Directors reminds the General Meeting that no dividends have been paid out for the past three financial years.

► Fourth resolution

Special report of the Statutory Auditors on the regulated agreements and commitments referred to in Article L. 225-38 of the French Commercial Code and absence of new regulated agreement

Q Statement of reasons

Based on the special report by the Statutory Auditors on regulated agreements presented in section 2.6 of the 2020 Universal Registration Document, the General Meeting is requested to acknowledge that during the financial year ended on December 31, 2020, no new agreement gave rise to the procedure provided for in Articles L. 225-38 *et seq.* of the French Commercial Code mentioning the absence of new regulated agreement.

The General Meeting, having reviewed the special report by the Statutory Auditors on the agreements and commitments referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, takes note of the conclusions of the said report mentioning the absence of new regulated agreement.

► Fifth resolution

Ratification of the Board of Directors' decision to transfer the Company's registered office and of the related amendment to Article 4 "Registered Office" of the articles of association

Q Statement of reasons

At its Board meeting of December 18, 2020, the Board of Directors decided to transfer its registered office from Paris to Rungis pursuant to Article 4 of the articles of association and amended the article of associations.

This decision is subject to the approval of the Ordinary General Meeting pursuant to Article L. 225-36 of the French Commercial Code.

The General Meeting, having reviewed the report of the Board of Directors ratifies the transfer of the registered office pursuant to Article L. 225-36 of the French Commercial Code to 3 bis, rue Saarinen, Immeuble Le Séville – 94528 Rungis Cedex and the related amendment to Article 4 of the articles of association, decided by the Board of Directors at its meeting of December 18, 2020.

► Sixth resolution

Renewal of Cristel de Rouvray's mandate as Director

Statement of reasons

As the directorship of Cristel de Rouvray expires at the end of this General Meeting, the shareholders are requested to renew her directorship for a term of four years, until the General Meeting to be convened in 2025 to approve the financial statements for 2024 financial year. The Board of Directors reminds the General Meeting that Cristel de Rouvray has been Director of the Company since 1999. She also exercises the function of Chief Executive Officer. Her biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2020 Universal Registration Document.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance and noting that the term of office of Cristel de Rouvray expires at the end of the General Meeting, resolves to renew her directorship for a term of four years, expiring at the end of the General Meeting to be convened in 2025 to approve the financial statements for 2024 financial year.

► Seventh resolution

Ratification of co-optation and appointment of Alex Davern as Director

Statement of reasons

In accordance with Article L. 225-24 of the French Commercial Code, the Board of Directors meeting of February 8, 2021 co-opted Alex Davern as a Director for the remaining term of Charles-Helen des Isnards until the present General Meeting of June 22, 2021. The General Meeting is asked to ratify this co-optation. Following the recommendation of the Nomination and Governance Committee, the Board of Directors proposes to the General Meeting the appointment of Alex Davern as an independent Director for a term of four years. His biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2020 Universal Registration Document.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, decides, firstly, to ratify the cooptation of Alex Davern for the remaining term of office of Charles Helen des Isnards, until June 22, 2021, and secondly, to appoint Alex Davern as a Director for a term of four years as from this date. This term of office will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for 2024 financial year.

► Eighth resolution

Nomination of Charles-Helen des Isnards as Board observer

Statement of reasons

In accordance with Article 16 of the articles of association, the General Meeting can appoint a Board observer. Charles-Helen des Isnard has resigned from his mandate as Director in February 2021. Based on the recommendation of the Nomination and Governance Committee, the Board of Directors recommends the appointment of Charles-Helen des Isnards as Board observer for a period of one year. Charles-Helen des Isnards will continue to provide his expertise in finance His biography is presented in the report of the Board of Directors on corporate governance in section 2.3.2 of the 2020 Universal Registration Document.

The General Meeting, having reviewed the report of the Board of Directors on corporate governance, decides, to appoint Charles-Helen des Isnards as a Board observer for a term of one year as from this date, expiring at the end of the General Meeting to be convened in 2022 to approve the financial statements for 2021 financial year.

► Ninth, tenth, eleventh and twelfth resolutions

Approval of the remuneration policy for the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers for 2021 financial year

Statement of reasons

In accordance with Article L. 22-10-8 of the French Commercial Code, the General Meeting is requested every year to approve the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of all types attributable to the Chairman of the Board of Directors, Chief Executive Officer and the Chief Operating Officer, in respect to their mandate for 2021 financial year.

The remuneration policy applicable to corporate officers is presented in the report of the Board of Directors on corporate governance in section 2.4.1 of the 2020 Universal Registration Document.

► Ninth resolution

The General Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to members of the Board of Directors for 2021 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.1.1 of the 2020 Universal Registration Document.

► Tenth resolution

The General Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to the Chairman of the Board of Directors for 2021 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.1.1 of the 2020 Universal Registration Document.

► Eleventh resolution

The General Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to the Chief Executive Officer for 2021 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.1.2 of the 2020 Universal Registration Document.

► Twelfth resolution

The General Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code (paragraph 1), approves the remuneration policy, attributable to the Chief Operating Officer for 2021 financial year, as presented in the corporate governance report of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code and set out in section 2.4.1.2 of the 2020 Universal Registration Document.

► Thirteenth, fourteenth, fifteenth and sixteenth resolution

Approval of the fixed, variable and exceptional components of the total remuneration paid or allocated to the Chairman of the Board of Directors, Chief Executive Officer and Chief Operating Officers for the financial year ended on December 31, 2020

Q Statement of reasons

In accordance with Article L. 225-100-III of the French Commercial Code, the General Meeting is requested every year to approve the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or allocated to the Chairman of the Board of Directors, Chief Executive Officer and Chief Operating Officers in respect to their mandate.

These components of the remuneration are presented in the report of the Board of Directors on corporate governance in section 2.4 of the 2020 Universal Registration Document, including in particular a summary table under section 2.4.3.1.13.

► Thirteenth resolution

Approval of the components of the total compensation paid or allocated to Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2020

The General Meeting, in accordance with Article L. 225-100-III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2020 as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code and presented in section 2.4.3.1.13 in the 2020 Universal Registration Document.

► Fourteenth resolution

Approval of the components of the total compensation paid or allocated to Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2020

The General Meeting, in accordance with Article L. 225-100-III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2020, as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code and presented in section 2.4.3.1.13 in the 2020 Universal Registration Document.

► Fifteenth resolution

Approval of the components of the total compensation paid or allocated to Vincent Chaillou, Chief Operating Officer, for the financial year ended on December 31, 2020

The General Meeting, in accordance with Article L. 225-100-III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Vincent Chaillou, Chief Operating Officer, as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code, and presented in section 2.4.3.1.13 in the 2020 Universal Registration Document.

► Sixteenth resolution

Approval of the components of the total compensation paid or allocated to Christopher St John, Chief Operating Officer, until June 30, 2020 for the financial year ended on December 31, 2020

The General Meeting, in accordance with Article L. 225-100-III of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid or allocated to Christopher St John, Chief Operating Officer, as set out in the report of the Board of Directors on corporate governance pursuant to Article L. 225-37 of the French Commercial Code, and presented in section 2.4.3.1.13 in the 2020 Universal Registration Document.

► Seventeenth resolution

Determination of the compensation paid to the members of Board of Directors

Q Statement of reasons

The General Meeting is requested to set the total annual amount of compensation to be allocated to members of the Board of Directors from 2021 financial year at €450,000 (vs. €350,000). This increase is part of the remuneration policy of the Directors as presented in the report of the Board of Directors on corporate governance in section 2.4.1.2 of the 2020 Universal Registration Document.

It will therefore allow the Directors to be allocated specific missions in favour of the transformation of the Company and to anticipate possible changes in the composition of the Board of Directors.

The General Meeting decides to set the annual compensation paid to the members of the Board of Directors at €450,000 from 2021 financial year.

The Board will freely distribute this amount among its members.

► Eighteenth, Nineteenth and Twentieth resolutions

The resolutions Nos. 18, 19 and 20 are related to the mandates of the Statutory Auditors.

In accordance with the procedure for the appointment of Statutory Auditors, pursuant to Article 16 of EU Regulation 537/2014, ESI Group has launched a tender process to select the two Statutory Auditors for next mandate of six financial years (2021 to 2026), under the responsibility of the Audit Committee. Selection criteria have been presented in a specification book, addressed to a list of several audit firms required to participate to the tender process. On the basis of written proposals sent by all candidates, three have been selected for being interviewed with Audit Committee members and CFO. This process enabled the Audit Committee to issue a duly justified recommendation regarding new joint-auditors.

► Eighteenth resolution

Non-renewal of the Statutory Auditor PricewaterhouseCoopers audit and the Alternate Statutory Auditors: Auditex and Yves Nicolas

Q Statement of reasons

The mandates of the Statutory Auditor, PricewaterhouseCoopers Audit and the Alternate Statutory Auditors, Auditex and Yves Nicolas, expire at this General Meeting. Based on the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting the non-renewal of PricewaterhouseCoopers Audit as Statutory Auditor and the Alternate Statutory Auditor, Auditex and Yves Nicolas.

It is specified that, in view of the non-renewal of the Alternate Auditors, the General Meeting will also be asked to approve an amendment to the articles of association to this effect, which is presented in the 21st resolution.

The General Meeting, having noted the expiration of the mandates of the Statutory Auditor, PricewaterhouseCoopers Audit, and the Alternate Auditors, Auditex and Yves Nicolas, and after having reviewed the Board of Directors' report on corporate governance, decides the non-renewal of the mandates of PricewaterhouseCoopers Audit, Auditex and Yves Nicolas.

► Nineteenth resolution

Renewal of the mandate of Ernst & Young Audit as Statutory Auditor for six years

Q Statement of reasons

The mandate of Ernst & Young Audit as Statutory Auditor expires at the end of this General Meeting. The Board of Directors, based on the recommendation of the Audit Committee, proposes the renewal of the mandate of the current Statutory Auditor, Ernst & Young Audit, for a further period of six financial years.

Ernst & Young Audit's last mandate of six years as Statutory Auditor was carried out in compliance with regulations.

The General Meeting, after having reviewed the report of the Board of Directors, decides to renew, for a period of six financial years, the mandate of the Statutory Auditor, Ernst & Young Audit, La Défense 1, 1-2, place des Saisons, 92400 Courbevoie, whose term of office expires at the end of this Meeting. This mandate will expire at the end of the 2027 General Meeting convened to approve the financial statements for the year ended December 31, 2026.

► Twentieth resolution

Appointment of KPMG as Statutory Auditor for six years

Q Statement of reasons

The Board of Directors, based on the recommendation of the Audit Committee, proposes to the General Meeting the appointment of KPMG Audit as Statutory Auditor for a period of six financial years to replace PricewaterhouseCoopers Audit, whose mandate expires at the present General Meeting.

The General Meeting, after having reviewed the report of the Board of Directors, decides to appoint the firm KPMG, located at Tour Eqho, 2, avenue Gambetta, 92066 Paris-La Défense Cedex. This mandate will expire at the end of the 2027 General Meeting convened to approve the financial statements for the year ended December 31, 2026.

► Twenty-first resolution

Authorization for the Board of Directors to purchase the Company's own shares

Q Statement of reasons

As the existing authorization expires in January 2022, it is proposed to the General Meeting to terminate this authorization and grant the Board of Directors a new authorization for the Company to buy back its own shares for a new period of 18 (eighteen) months as from the General Meeting of June 22, 2021.

It is proposed to set the maximum purchase price at €75 (seventy-five) per share. Pursuant to current legislation, the maximum number of shares that may be vested is limited to 10% of the capital, after deduction of treasury stock held by the Company, 6.0% as at December 31, 2020. The Company will not be allowed to pay out more than €16,000,000 (sixteen million) under the share buyback program.

The Company can buy back its own shares to:

- stimulate the secondary market or the liquidity of ESI Group shares through a liquidity contract signed with an investment service provider;
- allocate them to free share awards or stock purchase options;
- hold them and use them at a later date as payment for acquisitions;
- cancel them by a reduction in share capital.

The General Meeting, having reviewed the report of the Board of Directors in accordance with Article L.22-10-62 (formerly Article L.225-209) of the French Commercial Code:

1. authorizes the Board of Directors to purchase the Company's shares, not to exceed 10% of its capital, for a period of 18 months beginning on June 22, 2021, in order to:

- (i) stimulate the secondary market or the liquidity of ESI Group shares through a liquidity contract signed with an investment service provider and compliant with the AMAFI's Code of Ethics dated September 23, 2008 and approved by the French Financial Markets Authority (AMF),
- (ii) fulfill its share issue obligations, in accordance with the terms and conditions set forth by law, undertaken as part of the following:
 - plans granting stock options for the purchase of existing shares by the Group's employees or corporate officers,

- employee profit-sharing plans under which these shares would be granted to employees and/or corporate officers,
 - free share grants to the Group's employees and corporate officers,
 - shares provided upon exercise of the rights attached to securities giving access to shares by any means, whether immediately or in the future, under the conditions set forth by the AMF and at any time deemed appropriate by the Board of Directors,
- (iii) retain shares to subsequently use them in exchange or as payment for future business acquisitions,
- (iv) cancel shares by a reduction in share capital;

2. decides that the purchase price per share may not exceed €75 (seventy-five);

3. decides to fix the maximum amount that the Company may spend within the framework of this buyback program at €16,000,000 (sixteen million);

4. acknowledges that this authorization shall render ineffective the previous authorization granted by the sixteenth resolution of the Combined General Meeting of June 25, 2020 authorizing the Board to trade on its own shares;

5. decides that the shares may be purchased or retained at the discretion of the Board of Directors by any means by trading on or off the market, or on an over-the-counter market, on one or more occasions. All shares purchased under the authorized share buyback program may be acquired in the form of blocks of shares. Such transactions may be carried out at any time, including during public offering periods, in accordance with the regulations in force;

6. acknowledges that the Company may not, at any time, hold, either directly or via an intermediary, more than 10% of the total shares making up its own share capital;

7. grants full authority to the Board of Directors to:
- publish, on the website of the AMF, a detailed notice explaining this share buyback program authorized by the General Meeting prior to using this authorization,
 - place any and all stock market orders and enter into any and all agreements to record share purchases and sales,
 - make any and all disclosures to the stock market regulators, carry out any other formalities and, in general, take any necessary steps.

The Board of Directors shall inform shareholders of any purchases or sales carried out pursuant to this authorization in its management report.

DECISIONS FALLING WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

► Twenty-second resolution

Amendment of Article 18 of the Company's articles of association in order to remove the obligation to appoint Alternate Statutory Auditors

Q Statement of reasons

Pursuant to the law No. 2016-1691 of December 9, 2016 (referred to as the "Sapin II" law), which removed the obligation for companies to appoint an Alternate Statutory Auditor, except in cases where the appointed Alternate Statutory Auditor is a natural person or a sole shareholder company, the Board of Directors recommends that Article 18 of the articles of association "Statutory Auditors" be amended.

The General Meeting, after having reviewed the report of the Board of Directors, decides to amend the Company's articles of association to conform to legal regulations pursuant to the French law 2016-1691 of December 9, 2016 (the so-called "Sapin II" law). Therefore, it decides to delete the reference to the notion of "Alternate Statutory Auditor" in the last paragraph of Article 18 of the articles of association "Statutory Auditors", which is amended as follows:

"Article 18 – Statutory Auditors

The Ordinary General Meeting appoints one or more Statutory Auditors, who are responsible for the missions fixed by law and the regulations that complement it.

The Statutory Auditors shall be appointed for a term of six financial years; their term of office shall expire at the Ordinary General Meeting called to approve the financial statements for the sixth financial year.

The Statutory Auditors are convened to all meetings of the Board of Directors that review or approve the annual or interim financial statements and to all General Meetings of Shareholders.

The Statutory Auditors may, at any time of the year, carry out any verifications or controls that they consider appropriate."

► Twenty-third resolution

Authorization granted to the Board of Directors to increase the capital by issuing shares reserved for employees enrolled in the employee savings plan

Q Statement of reasons

In accordance with the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code, providing in particular for a permanent obligation to consult the Shareholders regarding capital increases reserved for employees enrolled in the company savings plan, the General Meeting is called upon to terminate the existing authorization and to authorize the Board of Directors to carry out capital increases reserved for employees enrolled in the company savings plan.

This authorization will be granted for a new period of 26 months as of the General Meeting of June 22, 2021.

The ceiling of the nominal amount of the Company's capital increase, resulting from all share issues carried out pursuant to this resolution, is set at 2% of the share capital, this ceiling being autonomous and distinct from the ceilings referred to in other resolutions and established without taking into account the nominal value of the ordinary shares to be issued, if any, in respect of adjustments carried out to preserve the rights of holders of securities conferring entitlement to shares in the Company, in accordance with the law.

The preferential subscription right to which the issue of shares or other securities giving access to the capital provided for in this resolution confers immediate or subsequent entitlement will be canceled for the benefit of employees enrolled in the company savings plan.

The Board of Directors shall be free to determine the terms and conditions of such increases, within the limits of this authorization and within legal and regulatory limits.

The General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Report of the Board of Directors and the special report of the Statutory Auditors, in application of Articles L. 3332-1 *et seq.* of the French Labor Code and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and acting in accordance with the provisions of said Code:

- ▶ Decides that the Board of Directors shall have a maximum period of 26 months to implement a new company savings plan in accordance with the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code;
- ▶ Delegates to the Board of Directors, for a period of 26 months from the date of this General Meeting, all powers to increase the share capital, on one or more occasions, at its sole discretion, by issue of shares or other securities giving access to the Company's capital reserved for members of a company savings plan implemented by the Company and French or foreign companies affiliated thereto, pursuant to Article L. 225-180 of the French Commercial Code and L. 3344-1 and L. 3344-2 of the French Labor Code. The ceiling of the nominal amount of the Company's capital increase, resulting from all share issues carried out pursuant to this resolution, is set at 2% of the share capital, this ceiling being autonomous and distinct from the ceilings referred to in other resolutions and established without taking into account the nominal value of the ordinary shares to be issued, if any, in respect of adjustments carried out to preserve the rights of holders of securities conferring entitlement to shares in the Company, in accordance with the law;
- ▶ Decides that the issue price of shares issued pursuant to this authorization will be determined by the Board of Directors in accordance with the legal and regulatory provisions applicable to companies whose shares are admitted to trading on a regulated market;
- ▶ Decides that the characteristics of the other securities giving access to the capital of the Company will be determined by the Board of Directors under the conditions set out by regulations;
- ▶ Decides to cancel the preferential subscription right to shares to which the issue of shares or other securities giving access to the capital

as provided for in this resolution confers immediate or subsequent entitlement, for the benefit of the employees enrolled in a company savings plan, and to waive any right to any shares or other securities to be awarded pursuant to this resolution;

- ▶ Decides that the Board of Directors shall have full powers to implement this delegation, within the limits and under the conditions specified above, particularly for the following purposes:
 - determine the characteristics of the securities to be issued, the amounts proposed for subscription and, in particular, set the issue prices, dates, deadlines, terms and conditions for subscription, release, delivery and enjoyment of securities, in accordance with applicable laws and regulations,
 - record the completion of capital increases up to the amount of the shares that will actually be subscribed or other securities issued pursuant to this authorization,
 - if applicable, charge the costs of the capital increases against the amount of the related premiums and deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,
 - conclude all agreements, perform directly or by proxy all transactions and procedures including proceeding with all formalities following capital increases and corresponding amendments to the articles of association and, more generally, do whatever is necessary,
 - in general, enter into any agreement, in particular to successfully complete the proposed issues, take all measures and carry out all formalities relevant to the issue, listing and financial servicing of securities issued pursuant to this delegation and the exercise of the rights attached thereto;
- ▶ Decides that this authorization shall terminate, as of this date, up to the amount of the unused portion, authorizations previously granted to the Board of Directors to increase the share capital of the Company by issue of shares reserved for members of company savings plans with cancellation of preferential subscription rights in favor of the latter.

JOINT DECISIONS

▶ Twenty-fourth resolution

Powers to carry out formalities

Q Statement of reasons

This resolution is intended to grant the powers necessary to carry out formalities subsequent to the General Meeting.

The General Meeting grants full powers to the bearer of an original, except or copy of the minutes of this Meeting to carry out all legal and administrative formalities, as well as all filing and publication requirements set forth by applicable law.

MEMBERS OF THE BOARD OF DIRECTORS

Board of direction determines the orientations of the activity and ensures their implementation.



Alex Davern

Independent Director since 2021
Chairman of the Board of Directors
Chairman of the Nomination & Governance Committee.

- Born: 23/09/1966
- Nationalities : Irish, American
- Shares held* : 5 444



Cristel de Rouvray

Director since 1999
Chief Executive Officer
Chairwoman of the Strategic Committee

- Born: 15/10/1976
- Nationalities: French, American
- Shares held* : 206 270



Rajani Ramanathan

Independent Director
Chairwoman of the Technology & Marketing Committee

- Born: 25/03/1967
- Nationalities: Indian, American
- Share held* : 1



Eric d'Hotelans

Independent Director
Chairman of the Compensation Committee

- Born: 03/07/1950
- Nationality: : French
- Shares held* : 261



Véronique Jacq

Independent Director
Chairwoman of the Audit Committee

- Born: 02/01/1968
- Nationality: French
- Shares held* : 157



Yves de Balmann

Independent Director

- Born: 28/05/1946
- Nationalities : French, American
- Share held* : 1



Alain de Rouvray

Founder
Director

- Born: 08/10/1943
- Nationality: French
- Shares held* : 1 207 391



Vincent Chaillou

Director
Chief Operating Officer until June 22, 2021

- Born: 24/03/1950
- Nationality : French
- Shares held* : 21 207



Charles-Helen des Isnards

Observer

- Born: 01/01/1945
- Nationality: French
- Shares held* : 3 551

* Shares held on April 30th, 2021



DIRECTORS WHOSE TERMS ARE UP FOR RENEWAL OR NOMINATION

Cristel de Rouvray

Cristel de Rouvray is Chief Executive Officer since February 1, 2019. Cristel is Chairwoman of the Strategic Committee and member of the Nomination & Governance and Technology & Marketing committees.

Cristel de Rouvray was Chairman of the Compensation, Nomination and Governance Committee from 2007 to 2019 and Board Leader from 2015. She is graduated from Stanford University and the London School of Economics, where she obtained a Ph.D. in economics.

She has 14 years of experience as a Director at College Track, a US non-profit organization.



Current offices held outside the Group:

- Director of Open Foam Foundation



Alex Davern

Alex Davern, observer since October 21, 2020, was appointed as Chairman of the Board following his co-optation as Director on February 8, 2021. Alex is Chairman of the Nomination & Governance Committee and part of the Strategic, Audit and Technology & Marketing committees.

Alex Davern served National Instruments (NATI: NASDAQ, global leader in automated test and automated measurement systems for 26 years in different top management positions from Chief Financial Officer, Chief Operating Officer to Chief Executive Officer. Alex Davern contributed to the company's development until it reached approximately \$1.4 billion in sales with 7,400 people spread in 50 countries today. Alex Davern assisted the founder of National Instruments for 20 years. Alex has recently stepped down from his role as CEO to focus on serving as a Board member of National Instruments and other Nasdaq-listed companies (Cirrus Logic, and previously Helen of Troy, Sigmatel Inc.). He is a former President of the American Electronics Association's Small Business Advisory Committee and a former member of the SEC's Small Business Advisory Committee. Alex started his career as Auditor in PricewaterhouseCoopers. He Graduated from the University College Dublin with a degree in Commerce and a post graduate Diploma in Professional Accounting and has both Irish and American citizenships.

Current offices held outside the Group:

- Member of the Board of National Instruments (NATI:NASDAQ)
- Member of the Board and Audit Committee Chairman of Cirrus Logic (CRUS:NASDAQ)



WELL-BALANCED CORPORATE GOVERNANCE

A BOARD OF DIRECTORS MADE UP OF



5 SPECIALIZED COMMITTEES

- Strategic Committee
- Audit Committee
- Nomination and Governance Committee
- Compensation Committee
- Technology and Marketing Committee

MEMBERS OF THE GROUP EXECUTIVE COMMITTEE

The Group Executive Committee (GEC) meets at least once a month and as often as the interest of the Company requires, to report on the activities of the Company to the CEO. The GEC prepares, with the support of the specialized committees, all matters submitted to the prior authorization of the Board of Directors for the execution and/or implementation of strategic operations.

Mike SALARI
Corporate COO
Revenue Generation

Vincent CHALLOU
Chief Operating Officer & Director – Group Strategy and
EMEA & Far East Director

**Cristel
de ROUVRAY**
Chief Executive
Officer & Director

Oifa ZORGATI
Chief Financial Officer and
Head of Operations

**Corinne ROMEFORT-
RÉGNIER**
Corporate Governance Director

**Dominique
LEFEBVRE**
Executive Vice-
president
Platforms &
Product
operations



HOW TO VOTE

How to complete the voting form?


To grant a proxy to the Chairman of the General Meeting, Shade this box

To grant a proxy to a person of your choice, Shade this box

To vote by post, mark this box

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



Société anonyme au capital de 18.109.776 euros
 Siège social : 3 bis rue Saarinen, Immeuble le Séville,
 94258 Rungis Cedex
 381 080 225 RCS Créteil

ASSEMBLÉE GÉNÉRALE MIXTE
 Mardi 22 Juin 2021 à 16H00

COMBINED GENERAL MEETING
 Tuesday June 22, 2021 at 04.00 pm

A HUIS CLOS / BEHIND CLOSED DOORS à /
 At
 Siège social
 3 bis rue Saarinen, Immeuble le Séville,
 94258 Rungis cedex

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	Vote simple Single vote
Nombre d'actions Number of shares	Nominatif Registered
	Porteur Bearer
Nombre de voix - Number of voting rights	Vote double Double vote

<input type="checkbox"/> JE VOTE PAR CORRESPONDANCE / I VOTE BY POST <small>Cf. au verso (2) - See reverse (2)</small>	<input type="checkbox"/> JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE <small>Cf. au verso (3)</small>																																																																																																																																																																									
<p>Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <tr> <th></th> <th>1</th><th>2</th><th>3</th><th>4</th><th>5</th><th>6</th><th>7</th><th>8</th><th>9</th><th>10</th> <th style="font-size: small;">A</th> <th style="font-size: small;">B</th> </tr> <tr> <td style="font-size: x-small;">Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Abs.</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Abs.</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Abs.</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Abs.</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Abs.</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Non / No</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td style="font-size: x-small;">Abs.</td> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> <p style="font-size: x-small;">Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante : In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box: - Je donne pouvoir au Président de l'Assemblée générale. // I appoint the Chairman of the general meeting. <input type="checkbox"/> - Je m'abstiens. // I abstain from voting <input type="checkbox"/> - Je donne procuration [cf. au verso renvoi (4)] à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr. / Mrs or Miss, Corporate Name to vote on my behalf <input type="checkbox"/></p>		1	2	3	4	5	6	7	8	9	10	A	B	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.</p> <p> <input type="checkbox"/> JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting M. Mlle ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name Adresse / Address </p> <p style="font-size: x-small;">ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque. CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.</p> <p style="font-size: x-small;">Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1) Surname, fir et name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)</p>
	1	2	3	4	5	6	7	8	9	10	A	B																																																																																																																																																														
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																																																																														

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, the completed form must be returned no later than:
 sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank 19 juin 2021. Zéro heure, heure de Paris
 à la société / to the company CIC par e-mail : serviceproxy@cic.fr

Date & Signature

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pour ou au Président de l'Assemblée générale -
 * If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

Follow the instructions
 To vote "For", do not shade any box. To vote "Against" or to "Abstain", shade each corresponding box.

This form should be returned to:
 CIC
 Service Assemblée - 6 avenue de Provence 75452 Paris
 Cedex 09, no later than midnight Paris time on June 18, 2021

Date and sign here

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noter comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Which ever option is used, shade boxes like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // WISH TO ATTEND THE SHAREHOLDER'S MEETING and request admission card, date and sign at the bottom of the form



Société anonyme au capital de 18.109.776 euros
 Siège social : 3 bis rue Saarinen, Immeuble le Séville,
 94258 Rungis Cedex
 381 080 225 RCS Créteil

ASSEMBLÉE GÉNÉRALE MIXTE
 Mardi 22 Juin 2021 à 16H00
COMBINED GENERAL MEETING
 Tuesday June 22, 2021 at 04.00 pm
A HUIS CLOS / BEHIND CLOSED DOORS à /
 At
 Siège social
 3 bis rue Saarinen, Immeuble le Séville,
 94528 Rungis cedex

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
 Nombre d'actions / Number of shares
 Nominatif Registered
 Porteur Bearer
 Vote simple Single vote
 Vote double Double vote
 Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE // VOTE BY POST

Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ l'une des cases "Non" ou "Abstention", // I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en notifiant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	Oui / Yes
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	Non / No
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	Oui / Yes
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	Non / No
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	Oui / Yes
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	Non / No
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	Oui / Yes
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	Non / No
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	Oui / Yes
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	Non / No
										K	
										Abs.	Abs.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en notifiant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box.
 - Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting.
 - Je m'abstiens. // I abstain from voting.
 - Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.
 I appoint (see reverse (4)) M., Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

à la banque / to the bank
 à la société / to the company
 sur 1^{ère} convocation / on 1st notification
 sur 2^{ème} convocation / on 2nd notification
19 juin 2021 Zéro heure, heure de Paris
CIC par e-mail : serviceproxy@cic.fr

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)

pour me représenter à l'Assemblée

I HEREBY APPOINT: See reverse (4)
 to represent me at the above mentioned Meeting
 M. Mme ou Mlle, Raison Sociale / Mr., Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire, (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pour or au président / pour or à mandataire), cela vaut automatiquement pour or au Président de l'assemblée générale.
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to a representative), the automaticly applies as a proxy to the Chairman of the General Meeting

REQUEST FOR DOCUMENTS AND INFORMATION

In accordance with Article R225-88 of the French Commercial Code, as from the date of the notice of meeting and up to and including the fifth day before the meeting, any shareholder (holder of registered shares or proof of ownership of bearer shares) may request that the Company send them the documents and information referred to in Articles R225-81 and R225-83 of the French Commercial Code, using the form below.

This request may be sent by electronic means of telecommunication implemented under the conditions mentioned in Article R 225-63 of the French Commercial Code to the address indicated by the shareholder, i.e. after obtaining the prior written consent of the interested shareholder indicating his or her e-mail address. This prior agreement will result from the choice expressed below by the shareholder indicating his or her e-mail address.

This form should be return to:

ESI Group

3bis rue Saarinen – Immeuble Le Séville

94528 Rungis Cedex

France

I, undersigned :

Surnames:.....First name:

Address :

Zip Code.....Town.....

Email address:.....

Owner of..... Registered Shares and/or Bearer shares *.

Would ask to request that and information referred to in Articles R225-81 and R225-83 of the French Commercial Code concerning the General Meeting of June 22, 2021 be sent to you, with the exception of those attached to the proxy/postal voting form :

- To be sent by electronical format
- To be sent in hard copy

Done in, on 2021

Signature

Registered shareholders may, by a single request, made by special letter, obtain from the company the documents referred to above, for each subsequent Shareholders' Meeting.

(*) Attach a certificate of participation issued by the financial institution holding the securities account.



French limited company (société anonyme)
with a share capital of €18 055 476
Registered office: 3bis rue Saarinen – Bâtiment Le Séville, 9415 Rungis – France
381 080 225 RCS Créteil
Tél. : +33 (0)1 41 73 58 00

www.esi-group.com