2023 Combined General Meeting

11 May 2023
Etoile Business Center - Paris

Welcome
Disclaimer

This presentation contains forecasts that are subject to the risks and uncertainties concerning Axway’s future growth and profitability. The Group highlights that signatures of license agreements, which often represent investments for customers, are historically more significant in the second half of the year and may therefore have a more or less favourable impact on full-year performance.

Furthermore, activity during the year and/or actual results may differ from those described in this document, particularly as a result of various risks and uncertainties set out in the 2022 Universal Registration Document filed with the French Financial Markets Authority (Autorité des Marchés Financiers, AMF) on 24 March 2023.

The distribution of this document in certain countries may be subject to prevailing laws and regulations. Individuals physically present in these countries where this presentation is published or distributed should obtain information about such restrictions and comply with them.
2023 Combined General Meeting

Office for the General Meeting

Pierre PASQUIER
Chairman of the Board of Directors

Franck KELOGLANIAN
Secretary of the Board of Directors

Christophe BASTELICA
Vote-teller representing Sopra GMT

Etienne DU VIGNAUX
Vote-teller representing Sopra Steria

Participants

Patrick DONOVAN
Chief Executive Officer

Sandrine GIMAT
Statutory Auditor

Jérôme NEYRET
Statutory Auditor
General Meeting schedule

1. Combined General Meeting Agenda
2. Board of Directors’ Report
3. Statutory Auditors’ Reports
4. Information on the proposed resolutions
5. Q&A session
6. Voting of the resolutions
7. Closing of the General Meeting
Agenda

Resolutions presented for the approval of the Ordinary General Meeting

1. Approval of the annual financial statements for the year ended 31 December 2022; Approval of non-tax deductible expenses and charges.
2. Approval of the consolidated financial statements for the year ended 31 December 2022.
3. Appropriation of earnings for the year and setting of the dividend.
4. Reappointment of Pierre Pasquier as director.
5. Reappointment of Kathleen Clark-Bracco as director.
6. Reappointment of Emma Fernandez as director.
7. Reappointment of Yves de Talhouët as director.
8. Fixed annual sum to be allocated to members of the Board of Directors.
9. Approval of the compensation policy for the Chairman of the Board of Directors.
Agenda

Resolutions presented for the approval of the Ordinary General Meeting

10. Approval of the compensation policy for the Chief Executive Officer.

11. Approval of the compensation policy for members of the Board of Directors.


13. Approval of the fixed, variable and exceptional components of total compensation and benefits of all kind paid during the year or awarded in respect of the same fiscal year to Pierre Pasquier, Chairman of the Board of Directors.

14. Approval of the fixed, variable and exceptional components of total compensation and benefits of all kind paid during the year or awarded in respect of the same fiscal year to Patrick Donovan, Chief Executive Officer.

15. Authorisation granted to the Board of Directors, for a period of 18 months, to buy back shares in the Company under the mechanism set out in Article L. 22-10-62 of the French Commercial Code.
Agenda

Resolutions presented for the approval of the Extraordinary General Meeting

16. Authorisation granted to the Board of Directors, for a period of 26 months, to cancel treasury shares bought back by the Company under the mechanism set out in Article L. 22-10-62 of the French Commercial Code.

17. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital by capitalizing reserves, profits and/or share premiums.

18. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital, with retention of preferential subscription rights, by issuing ordinary shares and/or securities granting access to share capital and/or conferring entitlement to the allocation of Company debt securities.

19. Authorisation to increase the amount of issues provided for in the eighteenth resolution presented to this General Meeting.
Agenda

Resolutions presented for the approval of the Extraordinary General Meeting

20. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital by issuing ordinary shares and/or securities granting access to share capital, up to a maximum of 10% of the share capital, in consideration for contributions in kind comprising equity securities or securities granting access to share capital, outside of a public exchange offer.


22. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital by issuing ordinary shares and/or securities granting access to share capital, with cancellation of preferential subscription rights, for members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code.
Agenda

Resolutions presented for the approval of the Ordinary General Meeting

23. Powers to perform legal formalities.
Board of Directors’ Report

Patrick Donovan
Chief Executive Officer
Historic Q4 performance, FY targets exceeded

- **Organic growth**\(^*\) @ +5.5% vs. +1 to +3% target
- **Profit on operating activities** @ 14.7% vs. 12 to 14% target
- **Portfolio rationalization** executed as planned

\(^*\) Alternative performance measures are defined in the glossary at the end of this document.
Our stakeholders are at the heart of our strategy

**OUR CUSTOMERS**
Delivering brilliant customer experience

**OUR EMPLOYEES**
Axway — The place to be

**OUR SHAREHOLDERS**
Building a predictable, profitable company for the long term
... and we continue to deliver value to each of them

**OUR CUSTOMERS**
Delivering brilliant customer experience

- Customer satisfaction at its highest with NPS at 35
- Focused portfolio to Customers' needs
- Long-term Partner

**OUR EMPLOYEES**
Axway — The place to be

- Employee Engagement Score > 60 target with 61 achieved on last survey
- 200 Recruitment in 2022
- Reinforced dialogue

**OUR SHAREHOLDERS**
Building a predictable, profitable company for the long term

- Growth AND Profitability
- Consistent dividend
- Share buybacks to fund employee plans
Focus on strategic core product lines

4 Main product lines representing 90% of Axway’s revenue

Axway Managed File Transfer
Secure, reliable, and easy-to-manage solution for transferring data between people, partners, businesses, and applications

Axway B2B Integration
A secure, API-enabled approach to EDI that lets enterprise respond faster to evolving business demands

Amplify API Management Platform
The only open, independent platform for governing APIs across teams, the hybrid cloud, and third-party gateways

Axway Financial Accounting Hub (AFAH)
Accelerate digital finance transformation by reducing finance information system complexity
Optimization of the product portfolio

**REFOCUSED**

Rationalization executed as planned: 3 non-growing and/or non-profitable specialized products disposed of or discontinued in 2022

€9.3m revenue which represent 3% of 2022 revenue (5% of 2021 revenue)

**STRENGTHENED**

Acquisition of DXchange.io Cloud Native Integration Platform
20+ people based in Hyderabad, India

**CUSTOMER-CENTRIC**
Axway, a responsible and committed player

**CSR TARGETS**

**EMPLOYER**
- Employee Engagement Score > 70% in 2023
- 33% of women in total headcount in 2023
- +25% of people with disabilities in France in 2023

**SOCIETAL**
- Net Promoter Score > 40 in 2023
- Gold EcoVadis ranking in 2023
- 4 local programmes in female digital education by end of 2023

**ENVIRONMENTAL**
- 2 Cyber Clean-Up Days by end of 2023
- Carbon neutrality by 2028

- Employee CSR training programmes
  - Target achieved
  - Work in progress
2022 Key Figures

€314.0m
Revenue
compared to €285.5m in 2021, an organic growth* of 5.5%

€46.3m
Profit on Operating Activities
or 14.7% of revenue, up 320bps vs. 11.5% in 2021

+31.0%
Subscription Growth
or €154.0m vs. €117.6m in 2021

+12.5%
ARR Growth
or €196.5m vs. €174.8m in Q4 2021

* Alternative performance measures are defined in the glossary at the end of this document.
### 2022 Full-Year Results

#### KEY FIGURES

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Organic Growth*</td>
<td>5.5%</td>
<td></td>
</tr>
<tr>
<td>Total Growth</td>
<td>10.0%</td>
<td></td>
</tr>
<tr>
<td>Profit on Op. Activities</td>
<td>14.7%</td>
<td></td>
</tr>
<tr>
<td>Net profit</td>
<td>-12.8%</td>
<td></td>
</tr>
</tbody>
</table>

Restated from disposals impact net profit would have represented more than 10% of revenue

### INCOME STATEMENT

<table>
<thead>
<tr>
<th></th>
<th>2022 (€m)</th>
<th>2021 (€m)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>In millions of euros</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue</td>
<td>314.0</td>
<td>285.5</td>
</tr>
<tr>
<td>Cost of sales</td>
<td>91.4</td>
<td>83.3</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>222.6</td>
<td>202.3</td>
</tr>
<tr>
<td>Operating expenses</td>
<td>176.4</td>
<td>169.4</td>
</tr>
<tr>
<td>of which Sales and marketing</td>
<td>93.2</td>
<td>89.0</td>
</tr>
<tr>
<td>of which Research and development</td>
<td>57.3</td>
<td>55.3</td>
</tr>
<tr>
<td>of which General and administrative</td>
<td>25.9</td>
<td>25.0</td>
</tr>
<tr>
<td>Profit on operating activities</td>
<td>46.3</td>
<td>32.9</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>37.4</td>
<td>19.9</td>
</tr>
<tr>
<td>Operating profit</td>
<td>-46.4</td>
<td>17.3</td>
</tr>
<tr>
<td>Income taxes</td>
<td>7.4</td>
<td>-6.9</td>
</tr>
<tr>
<td>Net profit</td>
<td>-40.0</td>
<td>9.6</td>
</tr>
<tr>
<td>Basic earnings per share (in €)</td>
<td>-1.85</td>
<td>0.45</td>
</tr>
</tbody>
</table>

*Alternative performance measures are defined in the glossary at the end of this document.*
## 2022 Full-Year Results

### REVENUE BY ACTIVITY

<table>
<thead>
<tr>
<th></th>
<th>[€m]</th>
<th>2021 Restated*</th>
<th>2021 Reported</th>
<th>Total Growth</th>
<th>Organic Growth*</th>
</tr>
</thead>
<tbody>
<tr>
<td>License</td>
<td>11.6</td>
<td>19.6</td>
<td>18.6</td>
<td>-37.6%</td>
<td>-40.8%</td>
</tr>
<tr>
<td>Subscription</td>
<td>154.0</td>
<td>117.6</td>
<td>114.2</td>
<td>+34.8%</td>
<td>+31.0%</td>
</tr>
<tr>
<td>Maintenance</td>
<td>111.2</td>
<td>125.0</td>
<td>119.0</td>
<td>-6.6%</td>
<td>-11.1%</td>
</tr>
<tr>
<td>Services</td>
<td>37.3</td>
<td>35.4</td>
<td>33.8</td>
<td>+10.3%</td>
<td>+5.4%</td>
</tr>
<tr>
<td><strong>Axway</strong></td>
<td><strong>314.0</strong></td>
<td><strong>297.6</strong></td>
<td><strong>285.5</strong></td>
<td><strong>+10.0%</strong></td>
<td><strong>+5.5%</strong></td>
</tr>
</tbody>
</table>

*Alternative performance measures are defined in the glossary at the end of this document.

→ Very strong growth on the Subscription activity for the fourth consecutive year
→ Decline in maintenance as planned
Very strong start to the year in Q1 2023

- Annual Recurrent Revenue (ARR) of €196.8m, up 12.3% on end-March 2022
- Quarterly revenue up 10.3% organically and 7.3% overall
- Very strong growth in revenue from the Subscription activity over the quarter (+53.1%)
- Acquisition of the Belgian company AdValvas specialized in electronic invoicing

<table>
<thead>
<tr>
<th>[€m]</th>
<th>Q1 2023</th>
<th>Q1 2022 Restated*</th>
<th>Q1 2022 Reported</th>
<th>Total Growth</th>
<th>Organic Growth*</th>
</tr>
</thead>
<tbody>
<tr>
<td>License</td>
<td>2.1</td>
<td>3.5</td>
<td>3.7</td>
<td>-42.6%</td>
<td>-39.5%</td>
</tr>
<tr>
<td>Subscription</td>
<td>37.8</td>
<td>24.7</td>
<td>26.4</td>
<td>+43.1%</td>
<td>+53.1%</td>
</tr>
<tr>
<td>Maintenance</td>
<td>22.5</td>
<td>27.9</td>
<td>27.9</td>
<td>-19.5%</td>
<td>-19.6%</td>
</tr>
<tr>
<td>Services</td>
<td>9.5</td>
<td>9.0</td>
<td>9.0</td>
<td>+6.1%</td>
<td>+5.4%</td>
</tr>
<tr>
<td>Axway</td>
<td>71.8</td>
<td>65.1</td>
<td>66.9</td>
<td>+7.3%</td>
<td>+10.3%</td>
</tr>
</tbody>
</table>

*Alternative performance measures are defined in the glossary at the end of this document
# 2022 Full-Year Results

Main Balance Sheet items at 31/12/2022

<table>
<thead>
<tr>
<th>Cash and cash equivalents</th>
<th>DSO</th>
<th>Total assets</th>
</tr>
</thead>
<tbody>
<tr>
<td>€18.3m</td>
<td>155 days</td>
<td>€571.1m</td>
</tr>
<tr>
<td>vs. €25.4m at 31/12/2021</td>
<td>vs. 121 days at 31/12/2021</td>
<td>vs. €582.9m at 31/12/2021</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Net debt</th>
<th>Current deferred revenues</th>
<th>Total equity</th>
</tr>
</thead>
<tbody>
<tr>
<td>€69.5m</td>
<td>€55.6m</td>
<td>€327.8m</td>
</tr>
<tr>
<td>vs. €36.5m at 31/12/2021</td>
<td>vs. €55.8m at 31/12/2021</td>
<td>vs. €372.2m at 31/12/2021</td>
</tr>
</tbody>
</table>
## 2022 Full-Year Results

### CASH FLOWS

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net profit for the period</strong></td>
<td>-40.0</td>
<td>9.6</td>
</tr>
<tr>
<td><strong>Change in operating working capital requirements</strong></td>
<td>-41.0</td>
<td>-26.2</td>
</tr>
<tr>
<td><strong>Net cash from operating activities</strong></td>
<td>13.0</td>
<td>12.9</td>
</tr>
<tr>
<td><strong>Free cash flow</strong></td>
<td>2.2</td>
<td>2.9</td>
</tr>
<tr>
<td><strong>Net cash used in investing activities</strong></td>
<td>-11.1</td>
<td>-2.8</td>
</tr>
<tr>
<td><strong>Net cash used in financing activities</strong></td>
<td>-9.4</td>
<td>-1.7</td>
</tr>
<tr>
<td><strong>Net change in cash and cash equivalents</strong></td>
<td>-6.9</td>
<td>9.0</td>
</tr>
<tr>
<td><strong>Opening cash position</strong></td>
<td>25.2</td>
<td>16.2</td>
</tr>
<tr>
<td><strong>Closing cash position</strong></td>
<td>18.3</td>
<td>25.2</td>
</tr>
</tbody>
</table>

### COVENANTS

<table>
<thead>
<tr>
<th></th>
<th>31/12/2022</th>
<th>31/12/2021</th>
<th>31/12/2020</th>
<th>31/12/2022</th>
<th>31/12/2021</th>
<th>31/12/2020</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net debt/EBITDA</strong> (covenant &lt; 3)</td>
<td>1.39</td>
<td>1.02</td>
<td>0.66</td>
<td>0.21</td>
<td>0.10</td>
<td>0.06</td>
</tr>
</tbody>
</table>
Progressive normalization of Free Cash Flow

**BUSINESS MODEL TRANSFORMATION**

First Customer Managed Subscription Offer
Building our strength year after year...

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Organic Revenue Growth (%)</td>
<td>+5.5%</td>
<td>-2.7%</td>
<td>+0.5%</td>
<td>+3.3%</td>
<td>-3.6%</td>
<td>+2.4%</td>
<td>0 to +3%</td>
</tr>
<tr>
<td>excluding disposed products</td>
<td>+7.4%</td>
<td>+0.3%</td>
<td>+1.6%</td>
<td>+4.9%</td>
<td>-2.2%</td>
<td>+1.6%</td>
<td></td>
</tr>
<tr>
<td>Profit on Operating Activities (€m)</td>
<td>46.3</td>
<td>32.9</td>
<td>30.8</td>
<td>25.9</td>
<td>31.9</td>
<td>14.7%</td>
<td>15 to 18%</td>
</tr>
<tr>
<td>as a % of revenue</td>
<td>11.5%</td>
<td>10.4%</td>
<td>8.6%</td>
<td>11.2%</td>
<td></td>
<td>15.4%</td>
<td></td>
</tr>
<tr>
<td>Basic EPS (€)</td>
<td>-1.85</td>
<td>0.45</td>
<td>0.40</td>
<td>0.25</td>
<td>0.18</td>
<td></td>
<td>1.34</td>
</tr>
<tr>
<td>restated from disposals impact</td>
<td>1.47</td>
<td>0.45</td>
<td>0.40</td>
<td>0.25</td>
<td>0.18</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Free Cash Flow (€m)</td>
<td>2.2</td>
<td>2.9</td>
<td>-0.7</td>
<td>8.3</td>
<td>17.5</td>
<td></td>
<td>11.8%</td>
</tr>
<tr>
<td>as a % of revenue</td>
<td>0.7%</td>
<td>1.0%</td>
<td>-0.2%</td>
<td>2.8%</td>
<td>6.2%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Adjusting our mid-term ambitions

**PREVIOUSLY**

- Profit on Operating Activities ≥ 15%
- Earnings per share ≥ €1
- Revenue ≥ €500 million (including M&A)

**FROM NOW ON**

- Profit on Operating Activities ≈ 20%
- Opportunistic Strategy to €500m Revenue
Statutory Auditors’ Reports
Statutory Auditors’ Reports

→ Statutory Auditors’ report on the consolidated financial statements:
  from page 204 of the 2022 Universal Registration Document

→ Statutory Auditors’ report on the annual financial statements:
  from page 227 of the 2022 Universal Registration Document

→ Statutory Auditors’ special report on regulated agreements:
  from page 127 of the 2022 Universal Registration Document
Information on the proposed resolutions

Franck Keloglanian
Secretary of the Board of Directors
Information on the proposed resolutions

Quorum and majority rules

**Ordinary General Meeting**

The resolutions submitted for the approval of the Ordinary General Meeting require a quorum representing one fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

**Extraordinary General Meeting**

The resolutions submitted for the approval of the Extraordinary General Meeting require a quorum representing one quarter of the total voting shares and a majority of two thirds of the votes of the shareholders present or represented.
Information on the proposed resolutions

Ordinary General Meeting

Resolutions 1 to 3: Approval of the financial statements

1. Approval of the annual financial statements for the year ended 31 December 2022, showing a loss of €8,037,823;

2. Approval of the consolidated financial statements for the year ended 31 December 2022, showing a loss, Group share, of €40,040,967;

3. Appropriation of 2022 earnings:
   - Proposed dividend of €0.40 per share, same as the 2021 dividend;
   - Ex-dividend date: 5 June 2023;
   - Payment date: 7 June 2023.
Information on the proposed resolutions

Ordinary General Meeting

Resolutions 4 to 7: Renewal of terms of office

Renewal for 4 years of the expired mandates of Mrs. Kathleen Clark-Bracco, Mrs. Emma Fernandez, Mr. Pierre Pasquier, Mr. Yves de Talhouët, based on the diversity of their profiles and expertise and the work already accomplished.

<table>
<thead>
<tr>
<th>Name</th>
<th>Sector experience</th>
<th>Financial expertise</th>
<th>International dimension</th>
<th>Independence</th>
<th>2022 attendance</th>
<th>Board Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kathleen Clark-Bracco</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>100%</td>
<td>Appointments Compensation</td>
</tr>
<tr>
<td>Emma Fernandez</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>100%</td>
<td>Compensation</td>
</tr>
<tr>
<td>Pierre Pasquier</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>100%</td>
<td>Appointments</td>
</tr>
<tr>
<td>Yves de Talhouët</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>✔</td>
<td>100%</td>
<td>Appointments Compensation</td>
</tr>
</tbody>
</table>

Detailed biographies of the directors are available in Chapter 4.1 of the 2022 Universal Registration Document
Information on the proposed resolutions

Ordinary General Meeting

Resolutions 9 and 13: Compensation of the Chairman of the Board of Directors

- **Principles**:
  - Fixed compensation (separation of offices, specific assignments, additional files);
  - Directors’ fees;
  - No variable compensation or benefits in kind.

- **Amounts**:
  - In 2022, fixed compensation of €138,000 (same as in 2021) and directors’ fees of €19,518;
  - In 2023, proposal to retain compensation unchanged.
Information on the proposed resolutions

Ordinary General Meeting

Resolutions 8, 11 and 12: Compensation of the members of the Board of Directors

- **Principles:**
  - Attendance at Board of Directors’ meetings;
  - Attendance at Committee meetings.

- **Amounts:**
  - In 2022, compensation for mandate for a total of €330,000 (same as 2021);
  - In 2023, proposal to retain the overall amount unchanged.
Information on the proposed resolutions

Ordinary General Meeting

Resolutions 10 and 14: Compensation of the Chief Executive Officer

- **Principles:**
  - Fixed compensation;
  - Variable compensation equal to fixed compensation, when the following objectives are met:
    - 65% on financial performance quantitative criteria;
    - 20% on non-financial qualitative criteria;
    - 15% on strategic qualitative criteria.
  - Possibility of free share grants;
  - Termination benefits.

- **Amounts:**
  - In 2022, fixed compensation of €522,293 and variable compensation of €803,287, grant of 30,000 performance shares;
  - In 2023, proposal to increase the compensation, which has not changed for three years, by 13.6% to reflect the successful transformation of the company over the past period.
Information on the proposed resolutions

Ordinary General Meeting

Resolution 15: Share buyback programme

Renewal for 18 months of the authorisation for the Company to buy back its own shares, for up to 10% of the share capital on the share buyback date, at a maximum price of €47 per share (excluding acquisition costs) i.e. a maximum amount of €101,677,906.

This authorisation may not be used during a public tender offer.
Resolution 16: Cancellation of shares

Authorization granted to the Board of Directors, for a period of 26 months, to cancel treasury shares held by the Company and purchased under the terms of Article L. 22-10-62 of the Commercial Code.
## Information on the proposed resolutions

### Extraordinary General Meeting

### Resolutions 17 to 21: Financial delegations and authorisations

<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Purpose</th>
<th>Duration</th>
<th>Threshold or ceiling</th>
</tr>
</thead>
<tbody>
<tr>
<td>17</td>
<td>Capital increase by incorporation of reserves, profits and/or premiums</td>
<td>26 months</td>
<td>20 000 000 €</td>
</tr>
<tr>
<td>18</td>
<td>Issue of ordinary shares and/or securities giving access to the capital and/or to debt securities, with preferential subscription rights maintained</td>
<td>26 months</td>
<td>20 000 000 € (shares) et 200 000 000 € (debt securities)</td>
</tr>
<tr>
<td>19</td>
<td>Increase in the amount of issues</td>
<td>N/A</td>
<td>15% of initial issues R225-118 of the French Commercial Code</td>
</tr>
<tr>
<td>20</td>
<td>Capital increase through the issue of ordinary shares and/or securities giving access to the capital in order to remunerate contributions in kind - excluding public exchange offers</td>
<td>26 months</td>
<td>10% of share capital</td>
</tr>
<tr>
<td>21</td>
<td>Limitation of the delegation ceilings:</td>
<td>N/A</td>
<td>20 000 000 € (shares) et 200 000 000 € (debt securities)</td>
</tr>
</tbody>
</table>
# Information on the proposed resolutions

**Extraordinary General Meeting**

## Resolutions 22: Employee share-based incentive schemes

<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Purpose</th>
<th>Duration</th>
<th>Threshold or ceiling</th>
</tr>
</thead>
<tbody>
<tr>
<td>22</td>
<td>Share capital increase by issuing ordinary shares and/or securities granting access to share capital with cancellation of PSR, for members of a company savings plan</td>
<td>26 months</td>
<td>3% of share capital on the date of the Board of Directors’ decision to perform the increase</td>
</tr>
</tbody>
</table>
Information on the proposed resolutions

Ordinary General Meeting

Resolution 23: Powers to perform legal formalities
Questions & Answers
Voting of the resolutions

Franck Keloglanian
Secretary of the Board of Directors
Closing
of the General Meeting

Pierre PASQUIER
Chairman of the
Board of Directors
Alternative performance measures

**ACV**: Annual Contract Value – Annual contract value of a subscription agreement.

**ARR**: Annual Recurrent Revenue – Expected annual billing amounts from all active maintenance and subscription agreements.

**Employee Engagement Score**: Measurement of employee engagement through an independent annual survey.

**Growth at constant exchange rates**: Growth in revenue between the period under review and the prior period restated for exchange rate impacts.

**NPS**: Net Promoter Score – Customer satisfaction and recommendation indicator for a company.

**Organic growth**: Growth in revenue between the period under review and the prior period, restated for consolidation scope and exchange rate impacts.

**Profit on operating activities**: Profit from recurring operations adjusted for the non-cash share-based payment expense, as well as the amortization of allocated intangible assets.

**Restated revenue**: Revenue for the prior year, adjusted for the consolidation scope and exchange rates of the current year.

**TCV**: Total Contract Value – Full contracted value of a subscription agreement over the contract term.