

# 2026 Notice of Meeting

2026 Combined General Meeting  
Tuesday, 19 May 2026 at 2:30 p.m. (UTC+2)  
Pavillon Dauphine  
Pl. du Maréchal de Lattre de Tassigny, 75116 Paris

# Welcome

## at the Combined General Meeting of 74Software

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### Contacts

#### Financial Communication and Shareholder Relations:

E-mail:  
[assembleegenerale@74software.com](mailto:assembleegenerale@74software.com)

Telephone:  
**+33 (0)1 47 17 21 78**

74Software Investors website:  
[www.74software.com/investor-relations](http://www.74software.com/investor-relations)

#### For registered shareholders:

Société Générale Securities Services –  
Service Assemblées,  
32, rue du Champ-de-Tir, CS 30812,  
44308 Nantes Cedex 03  
Telephone: +33 (0)2 51 85 67 89

#### Société Générale Securities Services website:

[www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com)

# 2026 Notice of Meeting

**Combined General Meeting**  
Tuesday, 19 May 2026 at 2:30 p.m. (UTC+2)

Ladies and Gentlemen,

The shareholders are cordially invited to the Combined General Meeting on Tuesday, 19 May 2026 at 2.30 p.m. (UTC+2) at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, 75116 Paris.

Participants will be welcomed from 1.30 p.m.

As required by Article R. 225-73 of the French Commercial Code, the preliminary notice of this General Meeting was published in the French Official Bulletin of Legal Notices (BALO) on Friday, 10 April 2026, under no. 43.

The notice of meeting was published on Friday, 24 April 2026 in the French Official Bulletin of Legal Notices (BALO) and the newspaper "L'Eco Savoie Mont Blanc".

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Shareholders are asked  
to consult the 2026  
Shareholders' Meeting section  
of the Company's website:

**[www.74software.com/investor-relations/  
general-assembly](http://www.74software.com/investor-relations/general-assembly)**



This section will be regularly  
updated after the publication  
of the notice of meeting.

# A Word from Management



**▲ PIERRE PASQUIER**  
*Chairman of the Board  
of Directors*



**PATRICK DONOVAN ►**  
*Chief Executive Officer*

**“In enterprise software, value creation is a long-term endeavour. It requires the ability to withstand cycles, adapt to technological shifts and maintain a clear sense of direction in an environment that rarely evolves in a straight line.”**

In enterprise software, value creation is a long-term endeavour. It requires the ability to withstand cycles, adapt to technological shifts and maintain a clear sense of direction in an environment that rarely evolves in a straight line. In 2025, geopolitical tensions, uneven economic conditions and accelerating technological disruption once again shaped our industry. The rise of artificial intelligence, now moving beyond experimentation into real-world deployment, is one of the clearest illustrations of this profound transformation. These developments demand rigour, discernment and adaptability. They also create substantial opportunities for those able to provide customers with solutions that are reliable, governed and embedded in their most critical operations.

It is in this context that 74Software successfully completed its first full year as an independent software group. This milestone carries particular significance. It validates the industrial and strategic rationale that underpinned the combination of Axway and SBS, and it confirms the soundness of the foundations established from the outset. The guiding conviction behind this project is straightforward: in enterprise software, lasting value is built through strategic independence, disciplined focus, resilient business models and the ability to support customers over time. 74Software was therefore conceived as a diversified portfolio of mission-critical software businesses, aligned with structural customer needs rather than short-term market cycles.

The Group’s positioning reflects this ambition in a particularly relevant way. Through Axway and SBS, 74Software brings together complementary expertise at the intersection of enterprise data and critical business processes. Together, these two brands give the Group a distinctive standing in markets where reliability, security, continuity and control in regulated environments are essential. As data and artificial intelligence become ever more central to the way organisations operate, this value proposition is proving increasingly compelling. It offers customers a robust, governed foundation from which to modernise their operations with confidence.

That strategic direction was borne out in 2025, the first full year of the new Group, which in several respects surpassed initial expectations. The diversification of the portfolio strengthened the Group’s resilience. The scale achieved supported its capacity to invest. The coherence of the overall model opened up new avenues for development. For these reasons, 2025 should not be seen as an end point, but rather as the beginning of a new chapter for 74Software. Throughout this period, the Board of Directors remained fully engaged, attentive to the strategic coherence of the project, the demands of sound governance and the disciplined management of risk at a decisive moment of transformation and change in scale. The Group’s independence, together with the long-term alignment of its stakeholders, will remain at the heart of its development in the years ahead.

*Pierre Pasquier*

2025 was another year of strong execution and tangible proof points for 74Software, marking the first full year of operation of the Group as an integrated portfolio. Market conditions throughout the year reinforced the relevance of our positioning: customers continued to invest selectively, prioritising solutions that deliver reliability, continuity and clear business value, while increasingly exploring advanced technologies, including AI, and how these technologies can be integrated into existing platforms and workflows.

Execution was therefore our central priority. The Company operates through a disciplined model combining shared corporate chapters with brands led by empowered management teams holding full responsibility for performance, resource allocation and operational delivery. This structure ensures clear accountability, close customer proximity and rigour in decision-making, while capturing scale benefits where they create value.

At brand level, Axway and SBS continued to build on deep, long-standing customer relationships, in many cases spanning decades. This continuity is a defining strength. Customers rely on our software to support core business operations, and our objective is to remain a trusted partner over time as their environments evolve. Operationally and financially, 2025 delivered in line or ahead of our objectives, with strong growth and improved profitability in both brands and a strengthened financial profile supported by growing Annual Recurring Revenue, disciplined cost management and solid cash generation.

Axway delivered consistent, profitable growth, supported by its subscription-based model, sustained margins and improving working capital dynamics. Customer satisfaction and employee engagement remained at very high levels. SBS continued its transition toward a pure software model, with strong product momentum and a marked improvement in both customer satisfaction and employee engagement over the year.

None of this would be possible without the daily commitment of our teams. Across the Company, our teams demonstrated strong engagement, discipline and a clear sense of responsibility toward customers. Our focus remains unchanged: executing with rigour, allocating resources selectively and supporting our customers over the long term, building on trusted relationships, strong products and engaged teams to deliver sustainable growth and durable value creation.

*Patrick Donovan*

**“Our focus remains unchanged: executing with rigour, allocating resources selectively and supporting our customers over the long term, building on trusted relationships, strong products and engaged teams.”**





01

# 74Software 2026 General Meeting

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# Agenda

## Ordinary General Meeting

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1. Approval of the annual financial statements for the year ended 31 December 2025 – Approval of non-tax-deductible expenses and charges;
2. Approval of the consolidated financial statements for the year ended 31 December 2025;
3. Appropriation of earnings for the year;
4. Fixed annual sum to be allocated to members of the Board of Directors including the Board observers;
5. Approval of the compensation policy for the Chairman of the Board of Directors;
6. Approval of the compensation policy for the Chief Executive Officer;
7. Approval of the compensation policy for the Deputy Chief Executive Officer;
8. Approval of the compensation policy for members of the Board of Directors including the Board observer;
9. Approval of the information set out in Section I of Article L. 22-10-9 of the French Commercial Code;
10. 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;
11. 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;
12. 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 Eric BIERRY, Deputy Chief Executive Officer;
13. Reappointment of Marie-Hélène RIGAL as a director;
14. Reappointment of Yann METZ-PASQUIER as a director;
15. Reappointment of Pierre-Yves COMMANAY as a director;
16. 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.

## Extraordinary General Meeting

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17. Amendment to Article 14 of the Articles of Association – “Powers of the Board of Directors”, to supplement and include procedures for appointing directors representing employees.

## Ordinary General Meeting

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18. Powers to perform legal formalities;
19. Appointment of Eva RUDIN as a director;
20. Appointment of Patrick DONOVAN as a director.

# General Meeting Procedures

The 74Software 2025 Combined General Meeting will be held on Tuesday, 19 May 2026, at 2.30 p.m. (UTC+2) at Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, 75116 Paris.

## General provisions

All shareholders, irrespective of the number of shares owned, may participate in this General Meeting by providing simple proof of their identity and ownership of shares.

## Preliminary formalities

Shareholders wishing to participate in the General Meeting, be represented or vote by post must provide proof of ownership of shares no later than the fifth business day prior to the General Meeting, i.e. midnight (Paris time) on Tuesday, 12 May 2026:

- **Registered shares:** held in registered securities accounts managed for the Company by its agent, Société Générale Securities Services. A certificate is not required.
- **Bearer shares:** held in bearer securities accounts managed by an authorised intermediary which must provide a

certificate recording ownership of the securities to be sent to Société Générale Securities Services, the centralising bank for the General Meeting, at the following address: Société Générale Securities Services – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03.

In accordance with 74Software's Articles of Association, it should be noted that a double voting right is awarded to all fully paid-up shares that have been held in registered form for at least two years in the name of the same shareholder.

## General Meeting procedures

Shareholders may participate in the General Meeting in several ways:

- by requesting an admission card to attend personally;
- by voting by post;
- by giving a proxy to the Chairman or any natural or legal person of their choice, under the conditions set out in Article L. 225-106 of the French Commercial Code. If a shareholder

does not name a proxy-holder, the Chairman of the General Meeting will vote in favour of resolutions submitted or approved by the Board of Directors, and against any other proposed resolutions.

74Software offers its shareholders the ability to perform these steps over the Internet using the VOTACCESS secure platform.

## Shareholders wishing to attend the General Meeting in person may request an admission card as follows:

### For registered shareholders:

- By submitting the postal voting or proxy form using the prepaid envelope attached to the notice of meeting.
- By logging in to the website, [www.sharinbox.societe-generale.com](http://www.sharinbox.societe-generale.com), using their usual access codes to access the voting site. The shareholder may then choose to receive the admission card in printable electronic format or by post.
- By attending the General Meeting directly and going to the welcome desk provided for this purpose on arrival with an identity document.

Pursuant to Article R. 225-76 of the French Commercial Code, as amended by Decree no. 2026-94 of 13 February 2026, you will be sent a notice of meeting letter and all documents forming the Notice of Meeting brochure will be made available in digital format at: [www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly).

### For bearer shareholders:

- By logging in to the web portal of the institution managing their securities account, using their usual access codes, to access the VOTACCESS platform and follow the instructions to print-out an admission card.
- By asking the authorised intermediary managing their securities account to send them an admission card.

If a shareholder has not received their admission card on Tuesday, 12 May 2026 (D-5), they must ask the institution managing their securities account to deliver an attendance certificate attesting to their status as a shareholder on the fifth business day prior to the General Meeting, i.e. midnight (Paris time) on Tuesday, 12 May 2026, to be admitted to the General Meeting.

**All shareholders** must be able to provide proof of their identity in order to attend the General Meeting. The attendance certificate is an exceptional means of shareholder participation, reserved for cases where the admission card has been lost or not received. No shareholders are exempt from the obligation to return the completed participation form.

In addition, only attendance certificates duly established in accordance with the rules defined by the French Commercial Code, issued on the fifth business day preceding the General Meeting, i.e. midnight (Paris time) on Tuesday, 12 May 2026, will be accepted on the meeting day.

## Shareholders not attending the General Meeting in person and wishing to vote by post or over the Internet, or be represented by granting a proxy to the Meeting Chairman, or any natural or legal person of their choice, in accordance with legal and regulatory provisions, and particularly those set out in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code may:

### For registered shareholders:

- Return the postal voting or proxy form sent with the notice of meeting, using the enclosed prepaid envelope.
- Vote electronically, by logging in to the website **www.sharinbox.societegenerale.com**.

### For bearer shareholders:

- Request the postal voting or proxy form from the financial intermediary holding their shares, from the notice of meeting date. The financial intermediary will communicate the request to Société Générale, Services des Assemblées, no later than six (6) days before the General Meeting

(i.e. Wednesday, 13 May 2026). Once completed, the form must be returned to the financial intermediary who will send it to Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03.

- Vote electronically, by logging in to the web portal of the institution managing their securities account, using their usual access codes, to access the VOTACCESS platform (as described in point 3 below) no later than Monday, 18 May 2026 at 3 p.m. (Paris time).

To be taken into account, **Société Générale Securities Services must receive the postal voting forms** no later than three calendar days before the General Meeting, i.e. **Saturday, 16 May 2026**. Any forms received after this date will not be taken into account.

It is recalled that any shareholder wishing to be represented must send their instructions to the issuer or its agent, the centralising bank Société Générale, using the postal proxy or voting form. This form must clearly indicate the full contact details of the shareholder and their proxy-holder (first and last name and address). To be valid, proxies must be registered at least three (3) days before the date of the General Meeting, i.e. Saturday, 16 May 2026 at the latest.

It is specified that if a shareholder grants a proxy without indicating a proxy-holder, the Chairman of the General Meeting will vote in accordance with Board of Directors' recommendations.

### Conditions for removing a proxy:

The procedure for removing a proxy is the same as the appointment procedure.

A shareholder may remove a proxy-holder in writing, in accordance with the procedure specified above. To appoint a new proxy-holder after removing a previous proxy-holder, a shareholder must ask Société Générale (for registered shareholders) or their authorised intermediary (for bearer shareholders) to send a new proxy voting form. They must return this form, with the mention "Change of proxy-holder", to Société Générale, Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, at least three calendar days before the date of the General Meeting, i.e. Saturday, 16 May 2026.

### For registered shareholders:

- By logging in to the **www.sharinbox.societegenerale.com** website with their usual access codes. If a shareholder is no longer in possession of their username and/or password, they can follow the on-screen instructions to obtain them.

### For bearer shareholders:

- By logging in to the web portal of the institution managing their securities account to access the VOTACCESS platform if the intermediary is connected to it.
- By sending an e-mail to their financial intermediary. This e-mail must contain the following information: Company name, first and last name, address and bank details of the shareholder, as well as the first and last name and if possible, address of the proxy-holder. The shareholder must ask their authorised intermediary to send written confirmation to Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03.

For the appointment or dismissal of a proxy-holder notified electronically to be validly taken into account, confirmations must be received no later than the day before the General Meeting, i.e. Monday, 18 May 2026, at 3 p.m. (Paris time). In accordance with the foregoing, proxies will not be accepted on the day of the General Meeting.

## Internet voting procedures:

### For registered shareholders:

Registered shareholders connect to the website, **www.sharinbox.societegenerale.com**, using their access codes, which are necessary to activate their Sharinbox account. They will find all the information required for this process on the Sharinbox homepage. If the shareholder has already activated their account using their e-mail address as the login, they use this e-mail address to log in and access codes are not necessary.

Shareholders use the password already in their possession or follow the procedure indicated on the log-in page to obtain a new password. If they have not already done so, they activate their account to benefit from the new authentication version. If they have lost or forgotten their password, they must follow the procedure proposed on-line on the authentication page.

Shareholders then follow the instructions in their personal space by clicking on the "Reply" button in the "General Meetings"

insert on the home page and then on "Participate" to access the voting site.

**For bearer shareholders:**

Bearer shareholders log in to the web portal of the institution managing their securities accounts, using their usual access codes, to access the VOTACCESS platform and follow the procedure indicated on screen.

**The VOTACCESS platform will be open from 9 a.m. (Paris time) on Wednesday, 29 April 2026 to 3 p.m. (Paris time) on Monday, 18 May 2026.**

74Software recommends that shareholders act at the earliest opportunity to assert their rights in good time. In case of difficulties, shareholders can contact an advisor at the Société Générale Securities Services Client Relations Centre (Nomilia) on +33 (0)2 51 85 67 89, Monday to Friday, from 9.30 a.m. to 6 p.m. (Paris time), or 74Software's Financial Communications and Shareholder Relations team at [assembleegenerale@74software.com](mailto:assembleegenerale@74software.com).

## Transfer of shares prior to the General Meeting

Any shareholder who has already returned their postal voting or proxy form may transfer all or some of their shares until the date of the General Meeting. However, if the transfer takes place before the fifth business day prior to the General Meeting, i.e. midnight (Paris time) on Tuesday, 12 May 2026, the financial intermediary managing the securities account must notify Société Générale and provide the necessary items in order to cancel the vote or modify the number of shares and voting rights.

No share transfers carried out after the fifth business day prior to the General Meeting, i.e. midnight (Paris time) on Tuesday, 12 May 2026, regardless of the method used, will be notified or taken into account, notwithstanding any agreement to the contrary.

## Methods of exercising the option to add items or draft resolutions to the agenda

Requests to add items or draft resolutions to the agenda by shareholders satisfying the legal requirements must be sent, under the conditions set forth in Article R. 225-73 of the French Commercial Code, to the Company's registered office by registered letter with acknowledgement of receipt or by e-mail to the following address: [assembleegenerale@74software.com](mailto:assembleegenerale@74software.com).

74Software must receive them no later than the 25<sup>th</sup> calendar day preceding the General Meeting, i.e. no later than Friday, 24 April 2026. These requests must be justified and accompanied by a certificate attesting to the recording of shares in a share account.

In order for items or draft resolutions submitted under the aforementioned conditions to be reviewed by the General Meeting, shareholders must send a new certificate attesting to the recording of shares in the same share account on the fifth business day prior to the General Meeting, i.e. midnight (Paris time) on Tuesday, 12 May 2026.

These new items or draft resolutions will be added to the agenda of the General Meeting under the conditions provided for by law and brought to the attention of shareholders on the Company's website, [www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly) in accordance with Article R. 22-10-23 of the French Commercial Code.

## How to ask questions

**Prior to the General Meeting:**

Any shareholder may submit written questions to the Board of Directors.

To be taken into account, questions must be sent to the Chairman of the Board of Directors at the Company's registered office by registered letter with acknowledgement of receipt or by e-mail to the following address: [assembleegenerale@74software.com](mailto:assembleegenerale@74software.com) no later than the fourth business day (excluding public holdings) preceding the General Meeting, i.e. Tuesday, 12 May 2026. These written questions must be accompanied by a certificate attesting to the recording of shares in a share account.

The written questions submitted and the answers to these questions will be read during the General Meeting and will also be published, as soon as possible, on the General Meetings page of the Company's website: [www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly).

**During the General Meeting:**

Shareholders present at the General Meeting may ask questions during the meeting.

## Webcast

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the entire General Meeting will be broadcast live. The webcast can be accessed on the day of the Meeting from the General Meetings page on the Company's website: [www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly).

A replay of the General Meeting will be available no later than seven (7) business days after the date of the Meeting and for at least two years from the date of posting, on the General Meetings page on the Company's website: [www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly).

## Documents and information made available to shareholders

In accordance with applicable statutory and regulatory provisions, all documents that must be made available to shareholders prior to General Meetings will be available at the Company's registered office, PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy, France, within the statutory time periods, and for documents referred to in Article R. 22-10-23 of the French

Commercial Code, on the General Meetings page of the Company's website at the following address: [www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly), no later than the twenty-first day preceding the General Meeting, i.e. Tuesday, 28 April 2026.

## Document and information requests

In accordance with Decree no. 2026-94 of 13 February 2026, a paper copy of the Notice of Meeting brochure is no longer systematically sent to shareholders. However, shareholders who wish to receive the Shareholders' Meeting documents may request them by e-mail to the following address: [assembleegenerale@74software.com](mailto:assembleegenerale@74software.com).

Shareholders are asked to consult the 2026 General Meetings page of the Company's website:

[www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly). This section will be updated regularly to specify the final conditions for participating at the General Meeting and, where applicable, to adapt these conditions in line with changes in statutory and regulatory provisions after the publication of the notice of the meeting.

# Adopt e-notices to receive documents and information by e-mail

By adopting e-notices, shareholders can receive their notice of meeting and any documentation relating to 74Software General Meetings by e-mail. To opt for e-notices, go to the Sharinbox website provided by Société Générale at the following address [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com).

Log in using your login IDs:

- your 8-digit access code, which is indicated at the top of your statements and in the postal voting or proxy form (under the wording "For Company's Use Only"), or your login e-mail address (if you have already activated your Sharinbox account);
- your password, which was sent when you opened your registered account at Société Générale Securities;
- click on the "My Account" icon;
- then "My E-services";
- and "Subscribe for free" in "E-notices for General Meetings".

Registered shareholders must first activate their account to access Sharinbox (see pages 9-10, Internet voting procedures).

### Forgotten or lost password:

Follow the steps proposed on your login page.

Or contact an advisor at the Société Générale Securities Services (Nomilia) Client Relations Centre at +33 (0) 2 51 85 67 89, from Monday to Friday, from 9.30 a.m. to 6 p.m. (Paris time).

# How to complete the proxy or voting form

**YOU WISH TO ATTEND THE MEETING:**  
Place a cross in this box.

 **RETURN THE FORM APPENDED TO THIS NOTICE** no later than 3 days before the General Meeting, i.e. **16 May 2026**, to Société Générale using the prepaid reply envelope only.

**YOU ARE A BEARER SHAREHOLDER:**  
Ask the institution managing your securities account to issue an attendance certificate and append it to this form.

**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

**74Software**

Société Anonyme au capital de 59 492 388 €  
433 977 980 R.C.S. Annecy

**Siège Social**  
3 rue du Prê Faucon - PAE Les Glaisins - Annecy-le-Vieux, 74940 Annecy  
**Direction Générale**  
Tour Trinity 1 Bis Place de la Défense 92400 Courbevoie

Décret n°2026-94 du 13 février 2026 : retrouvez la documentation sur le site  
<https://www.74software.com/AG2026>

**ASSEMBLEE GENERALE MIXTE**  
du 19 mai 2026 à 14h30

**Combined General Meeting**  
May 19, 2026 at 2.30 pm

Pavillon Dauphine  
Place du Maréchal de Lattre de Tassigny  
75116 Paris

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

Identifiant - Account  Vote simple / Single vote

Nombre d'actions / Number of shares  Nominatif / Registered  Vote double / Double vote

Porteur / Bearer

Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST										Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.	
Cf. au verso (2) - See reverse (2)										On the draft resolutions not approved, I cast my vote by shading the box of my choice.	
Je vote <b>OUI</b> à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote <b>YES</b> 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".										Oui / Yes <input type="checkbox"/>	
1	2	3	4	5	6	7	8	9	10	A	
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"/>	Oui / Yes <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"/>	Non / No <input type="checkbox"/>	
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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.  
If no 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. ou Mme, Raison Sociale pour voter en mon nom / appoint (see reverse (4)) Mr or Mrs, 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:

sur 1<sup>ère</sup> convocation / on 1st notification: 16 mai 2026  
sur 2<sup>ème</sup> convocation / on 2nd notification: 16 mai 2026

à la banque / to the bank: 16 mai 2026  
à la société / to the company: 16 mai 2026

**DATE & SIGNATURE**

**SIGN AND DATE YOUR FORM**

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

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)  
**I HEREBY GIVE 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 M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name  
**I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting  
Adresse / Address:

**CHECK THAT YOUR INFORMATION IS CORRECT**

« 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), celui vaut automatiquement pour le 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

**YOU WISH TO VOTE BY POST:**  
Place a cross in this box.

**YOU WISH TO GRANT A PROXY TO THE CHAIRMAN OF THE MEETING:**  
Place a cross in this box.

**YOU WISH TO GRANT A PROXY TO A NAMED INDIVIDUAL:**  
Place a cross in this box.





# 02

## Presentation of 74Software

The 74Software Journey	14	Summary of 74Software results for the past five fiscal years	23
Business Lines & Geographies	16	Business Model	24
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# The 74Software Journey

2001

Sopra creates Axway to structure its infrastructure software and data integration offering.



2005

Expansion in the United States, making Axway a key player in the MFT and B2B integration markets.

2011

Axway becomes independent through a strategic spin-off and is successfully floated on Euronext Paris, marking a significant milestone in its corporate journey.

2012-2017

Axway strengthens its offering portfolio through several acquisitions and adopts a position in API Management and integration platforms.

1968

Creation of the Sopra Group, renamed Sopra Steria, a pioneering IT services company in France and the parent company of Axway and SBS.



2012

Sopra groups together its banking software activities in a dedicated entity: Sopra Banking Software (SBS).

2013

Launch of Sopra Banking Platform, an integrated solution which modernises banking systems and accelerates their digitalisation.

2016

SBS launches a cloud-native and modular banking platform, facilitating the scalability and agility of financial services.

2018

SBS is recognised as a leader in digital banking platforms, strengthening its global influence.

2020

Launch of a banking solution integrating AI, in SaaS mode, automating compliance and customer recommendations.

2021

SBS recognised as a strong performer in digital banking engagement hubs.

2023

SBS becomes a key player in SaaS Core Banking and Open Banking, paving the way for next generation financial services.

2025

First full year as one Group, marked by disciplined execution, integration progress, and stronger foundations for sustainable value creation.

2024

Axway acquires SBS and becomes 74Software, creating a portfolio-based software Group with greater scale, resilience, and sharper strategic focus across its targeted markets.

74Software

2018-2021

Axway accelerates its transition to the Cloud, focusing on subscriptions and "as a service" business models, while embracing a customer-centric approach and operational excellence to deliver more flexible and innovative solutions.

2022

Axway restructures its offering portfolio to concentrate on its main products: API, MFT, B2B integration and its Financial Accounting Hub.

2023

Axway reports record revenue and profitability.

# Business Lines & Geographies

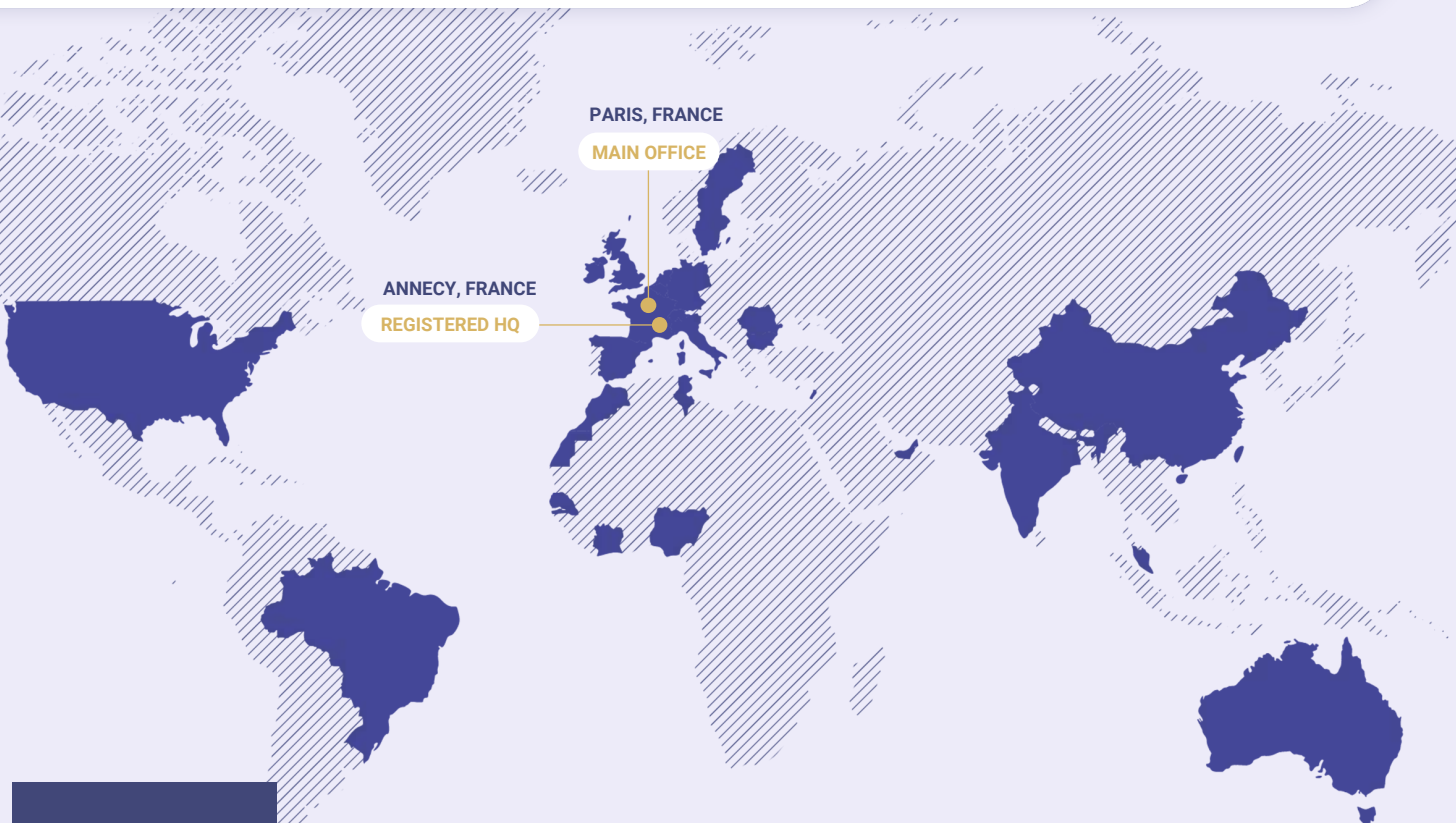
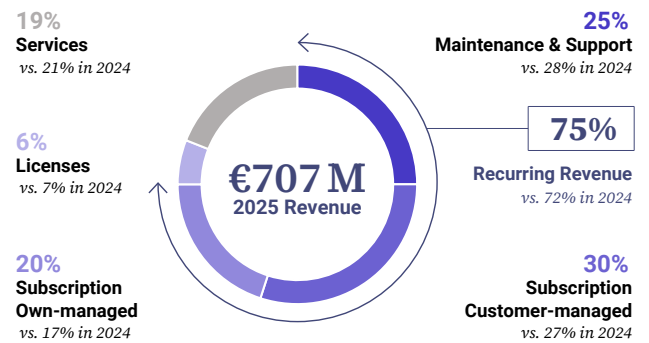
## Our Mission

Empowering customers with secure, mission critical software and services to successfully operate and simplify their most complex business interactions.

### REVENUE BY BRAND



### REVENUE BY TYPE



## Top 5

FRENCH ENTERPRISE  
SOFTWARE PROVIDER

TOP 250  
NUMEUM – EY 2025

**26**  
LOCATIONS

**4,571**  
EMPLOYEES

**>12,000**  
CUSTOMERS

DISTRIBUTION  
IN  
**>100**  
COUNTRIES

# Products & Customers

## Our Software Portfolio

### Managed File Transfer (MFT)

Managing the largest critical data streams flexibly and securely in accordance with compliance policies, ensuring seamless integration and robust protection of sensitive information.

### B2B integration

Exchanging electronic data between companies, optimising business and logistics processes to improve collaboration and streamline operations.

### API Management (APIM)

Managing API adoption by providing a universal platform to unify software infrastructures, streamline analysis, and accelerate the deployment of innovative digital services.

### Specialised products

Ensuring visibility, intelligence and security across the entire digital ecosystem by optimising operating performance and costs.

### Integrated banking products

Fully integrated banking processing platforms that are leaders in their markets, optimising transactions by offering comprehensive transaction, account, compliance and risk management solutions.

### Financing products

Products to support the full lending lifecycle from origination to servicing in niche markets such as wholesale auto financing or mortgages.

### Modular banking products

An innovative and composable SaaS banking platform to address the needs of Tier 2 to Tier 4 banks with modular solutions covering front-to-back functionality in retail banking.

### Banking components

A large catalogue of components to address the needs of discerning bank customers with point solutions across the payments, lending and processing space.



### AXWAY RECOGNITIONS

- Gartner® Magic Quadrant™ for API Management  
7 October 2025
- G2 Reports: API, B2B & MFT  
Winter 2025
- The Forrester Wave™: API Management Software  
Q3 2024 – 1 July 2024
- IDC MarketScape: Worldwide Business-to-Business Middleware  
2024 Vendor Assessment – December 2024



### SBS RECOGNITIONS

- IDC FinTech Rankings 2025 Top 50  
2025
- QKS Group – Leader & Emerging Innovator – Spark Matrix: Retail & Commercial Loan Origination Systems  
2025
- Chartis Research – Leader RiskTech Regulatory Reporting Solutions Quadrant  
2025
- NelsonHall – Leader GenAI & Process Automation in Banking  
2025

Further information can be found in Chapter 1 of the 2025 Universal Registration Document.

## Our Customers

### THROUGH ITS BRANDS, 74SOFTWARE SUPPORTS ITS CUSTOMERS ACROSS ALL ACTIVITY SECTORS



Financial Services



Manufacturing



Retail



Public sector



Transport & Logistics



Healthcare

Customer satisfaction  
as a company value

### NET PROMOTER SCORE

38

SBS (+31 points)  
Turnaround in customer  
perception underway

55

AXWAY (+3 points)  
Sustained leadership-level  
customer advocacy

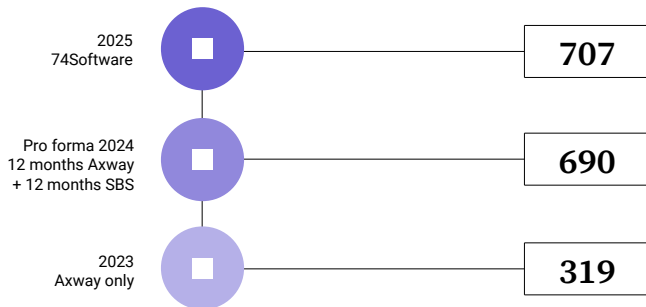
# Operating Indicators

## Financial Performance

	KPI	2025 ACTUALS	2026 GUIDANCE
<b>GROWTH</b>	Organic revenue growth	<b>+3.8% to €707 M</b>	<b>3% to 5%</b> organic growth
<b>PROFITABILITY</b>	Profit on operating activity	<b>15.2%</b> of revenue	<b>15% to 17%</b> of revenue
<b>CASH GENERATION</b>	Unlevered FCF/Revenue	<b>11.4%</b> of revenue	<b>≈10%</b>
<b>DELEVERAGING</b>	Net debt/EBITDA	<b>1.92x</b>	<b>≈1.5x</b>

### REVENUE

(in millions of euros)



#### Product revenue

**€576 M**

up 7.2% from 2024



#### ARR (Annual Recurring Revenue)

**€273 M (Axway)**

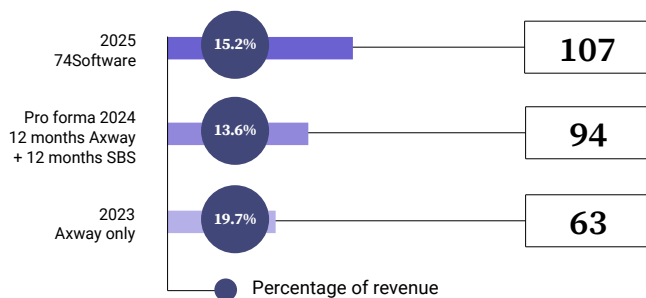
up 11.8% from 2024

**€244 M (SBS)**

up 8.9% from 2024

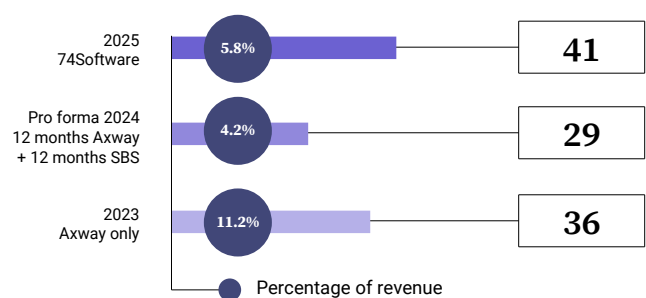
### PROFIT ON OPERATING ACTIVITIES

(in millions of euros)



### NET PROFIT

(in millions of euros)



# Highlights and ambitions

## Highlights and developments in 2025

74Software delivered strong operating execution and strategic progress in 2025, demonstrating the scalability and earnings power of its portfolio across infrastructure and banking software. Growth was supported by sustained demand for complex, regulated and high-trust production environments, alongside continued progress toward recurring, cloud and AI-enabled architectures. The operating model, built around General Managers with full P&L accountability, is now fully deployed at Group level, strengthening capital allocation rigour, execution speed and long-term value creation. The formalisation of 74Software Corporate Chapters further enhances cross-functional coordination, execution discipline and operational efficiency across both brands.

Key highlights for the year include:

- Axway delivered solid performance across its integration portfolio, with cloud penetration reaching 29% of bookings and strong early adoption of Amplify Fusion, which secured 27 new customers over the year. Innovation accelerated with the introduction of the AI Gateway and AI-driven enhancements across MFT and B2B, while Axway also received continued recognition from leading industry analysts for the strength of its API management capabilities.

- SBS delivered on its operating improvement plan with disciplined financial management across core banking platforms, regulatory reporting and specialised financing solutions, maintaining a balanced mix between complex, long-cycle projects and shorter-cycle activity. Commercial momentum was strong across integrated core banking and specialised finance, with 17 new logos signed during the year. Product-led momentum continued across components and instant payments, alongside further expansion of SaaS-based regulatory reporting services. Customer satisfaction reached a historic high, with an NPS of 38 (vs. 7 in 2024) and strong engagement, reflecting continued improvements across support, delivery and product modernisation.

The Group enters 2026 with enhanced commercial visibility, structurally higher recurring revenue, improving operating leverage and a clear ambition to scale cloud adoption and AI-enabled capabilities across both infrastructure and banking software.

## Strategic priorities, objectives and ambitions

Building on the strong execution delivered in 2025, 74Software enters a phase of sustained profitability expansion and stronger cash generation. The Group now sets its organic revenue growth ambition at 3%–5% per year over the next three years, reflecting the continued scaling of its product-led and subscription-driven model.

For 2026, at constant exchange rates, 74Software expects organic revenue growth within this range, a profit on operating activities margin between 15% and 17%, and unlevered free cash flow around 10% of revenue. Excluding potential M&A, continued

deleveraging is anticipated, with net debt to EBITDA expected to approach 1.5x.

On this trajectory, the Group targets revenue close to €800 million by the end of 2028, an operating margin of approximately 20% and sustained improvement in cash conversion, supported by continued SBS profitability improvement, portfolio mix optimisation and continued working capital optimisation. Over the mid-term, including selective and disciplined acquisitions, 74Software maintains its ambition to reach €1 billion in revenue.

# Key figures and comments on the 2025 consolidated financial statements

## Key figures

(in millions of euros)	2025	2024	2024
	Consolidated IFRS	Pro forma	Consolidated IFRS
	12m AXW + 12m SBS	12m AXW + 12m SBS	12m AXW + 4m SBS
Revenue	707.2	690.0	461.9
Gross Margin	476.1	448.8	320.2
As a % of revenue	67.3%	65.0%	69.3%
Profit on operating activity	107.3	94.0	87.7
As a % of revenue	15.2%	13.6%	19.0%
Profit from recurring operations	85.4	74.6	75.0
As a % of revenue	12.1%	10.8%	16.2%
Operating profit	73.3	56.9	63.3
As a % of revenue	10.4%	8.2%	13.7%
Net profit – Group share	40.8	29.0	40.7
As a % of revenue	5.8%	4.2%	8.8%
ARR Axway	273.0	246	246
ARR SBS	243.8	225	225
EBITDA	114.1	95.9	85.6
As a % of revenue	16.1%	13.9%	18.5%
Unlevered Free Cash Flow	80.4	NA	26.3
As a % of revenue	11.4%	NA	5.7%
Unlevered Free Cash Flow per share (in euros)	2.75	NA	1.12
Number of shares at 31 December	29,746,194	29,746,194	29,746,194
Basic earnings per share (in euros)	1.39	0.99	1.73
Diluted earnings per share (in euros)	1.36	0.98	1.68
Net dividend per share* (in euros)	–	–	–
Cash and cash equivalents	49.1	41.4	41.4
Shareholders' equity – Group share	553.5	533.7	533.7
Net debt (cash)	193.0	250.3	250.3
Leverage Ratio	1,92x	2,87x	2,87x
Gearing Ratio	0,35x	0,46x	0,46x
Employees at 31 December	4,571	4,787	4,787

\* The 74Software Board of Directors will not propose a dividend distribution in respect of 2025.

## Comments on the 2025 consolidated financial statements

### Operating performance and activity

In 2025, the Group generated revenue of €707.2 million, reflecting total growth of 2.5% and organic growth of 3.8% year-on-year. This performance was supported by both brands, with Axway contributing €337.9 million in revenue and organic growth of 4.6%, and SBS contributing €371.2 million with 3.0% organic growth.

Currency movements had a negative impact of €8.4 million over the period, reflecting the appreciation of the Euro against the US dollar and, to a lesser extent, the British pound compared with 2024.

## Revenue Breakdown by Portfolio Company

€/m/%	2025	2024 Pro forma	2024 Restated*	Total Growth	Organic Growth
Axway Scope (12 Months)	337.9	329.8	323.0	+2.5%	+4.6%
SBS Scope (12 Months)	371.2	362.0	360.3	+2.6%	+3.0%
Consolidation	-1.9	-1.7	-1.7		
<b>74SOFTWARE</b>	<b>707.2</b>	<b>690.0</b>	<b>681.6</b>	<b>+2.5%</b>	<b>+3.8%</b>

\* Revenue at 2024 scope and exchange rates.

## Revenue Breakdown by Type

€/m/%	2025	2024 Pro forma	2024 Restated*	Total Growth	Organic Growth
<b>Product revenue</b>	<b>575.5</b>	<b>544.1</b>	<b>537.0</b>	<b>+5.8%</b>	<b>+7.2%</b>
<b>Recurring revenue</b>	<b>531.1</b>	<b>496.8</b>	<b>490.1</b>	<b>+6.9%</b>	<b>+8.4%</b>
o/w Maintenance & Support	175.8	194.8	192.3	-9.7%	-8.6%
o/w Customer-managed Subscription	213.0	183.4	181.3	+16.1%	+17.5%
o/w Upfront Revenue	128.5	116.5	115.2	+10.2%	+11.5%
o/w Recurring	84.5	66.9	66.1	+26.4%	+27.9%
o/w Own-managed Subscription	142.3	118.6	116.5	+20.0%	+22.1%
<b>Licenses revenue</b>	<b>44.4</b>	<b>47.3</b>	<b>46.9</b>	<b>-6.1%</b>	<b>-5.3%</b>
<b>Services revenue</b>	<b>131.7</b>	<b>146.0</b>	<b>144.6</b>	<b>-9.8%</b>	<b>-8.9%</b>
<b>TOTAL REVENUE</b>	<b>707.2</b>	<b>690.0</b>	<b>681.6</b>	<b>+2.5%</b>	<b>+3.8%</b>

\* Revenue at 2024 scope and exchange rates.

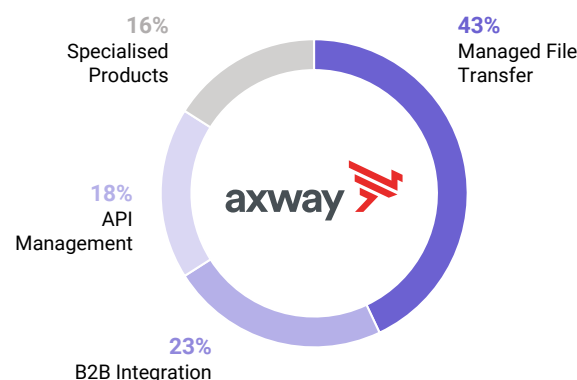
**Product revenue** increased by 7.2% organically, reaching €575.5 million, reflecting solid demand across the Group's software portfolio. Recurring revenue grew by 8.4% organically and now represents 92% of product revenue, reflecting the advanced stage of the Group's subscription transformation. Product revenue accounted for 81% of total revenue.

**Axway's product revenue** increased by 5.1% organically. Recurring revenue grew by 6.7% organically, driven by continued expansion in customer-managed subscriptions (+17.4% organic) and own-managed subscriptions (+13.6% organic). At the same time, maintenance and support revenue as well as license revenue declined (-24.5% and -41.0% organic, respectively), reflecting the continued transition from legacy licensing and maintenance toward subscription-based models. Within customer-managed subscriptions, upfront revenue recognised under IFRS 15 amounted to €118.1 million.

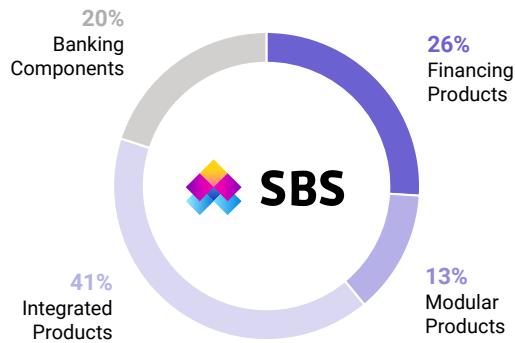
**SBS's product revenue** grew by 9.7% organically, supported by strong recurring revenue growth of 10.6% organically. Customer-managed subscriptions increased by 23.0% organically, while own-managed subscriptions rose by 28.5% organically, illustrating continued traction of subscription-based offerings across core banking and regulatory solutions. License revenue increased by 4.3% organically. Within customer-managed subscriptions, upfront revenue recognised under IFRS 15 amounted to €10.3 million.

Group-wide, **Services revenue** declined by 8.9% organically, reaching €131.7 million and representing 19% of total revenue. Axway's services revenue remained broadly stable on an organic basis (+1.0%) and accounted for 10% of its revenue, while SBS's services revenue decreased by 12.2%, representing 26% of its revenue, reflecting the deliberate (and continuing) move of the business model away from lower margin services towards recurring software revenues.

## ARR by Product Line



**Axway** closed 2025 with ARR of €273.0 million, up 11.8% organically year-on-year, confirming the strengthening recurring profile of its integration portfolio. Growth was broad-based across product lines. B2B Integration delivered sustained double-digit ARR expansion, while API Management accelerated during the year, reflecting continued penetration within large enterprise accounts. Managed File Transfer demonstrated resilience despite a demanding comparison base, underscoring the durability and embedded nature of its installed base. As enterprises move AI initiatives from pilots to production, secure data movement, API governance and controlled access to systems of record become increasingly critical, reinforcing the structural relevance of Axway's integration and governance capabilities. Overall, Axway's performance reflects a mission-critical portfolio positioned at the core of enterprise data flows, where deterministic execution, auditability and regulatory compliance deliver operational reliability and long-term strategic value for customers.



SBS expanded its ARR to €243.8 million, reflecting organic growth of 8.9% year-on-year and confirming the progressive strengthening of its product-led model. Whilst all product lines delivered strong growth, Modular Products remained the highest-growth segment, delivering sustained double-digit ARR expansion throughout the year. Banking Components continued to gain momentum, particularly in payments and lending solutions, while Financing Products maintained solid underlying recurring growth across specialised finance segments. Integrated Products remained stable, supported by high customer retention and long-term contractual relationships in core banking. Looking ahead, AI capabilities will increasingly be embedded into banking workflows to augment business outcomes for internal users

as well as end clients. These capabilities will operate within mission-critical environments where trust, auditability and deterministic execution are essential. Decision chains must remain fully traceable and compliant. In this context, SBS' system-of-record positioning and regulatory depth provide a robust foundation to industrialise AI use cases while preserving compliance and operational resilience.

**Artificial Intelligence** is increasingly being embedded into production workflows across both brands, rather than positioned as a standalone technology layer. At Axway, AI capabilities are being integrated across core integration patterns, and the launch of AI Gateway extends Fusion into a governance and mediation layer for AI-enabled ecosystems, addressing growing enterprise concerns around shadow AI, API complexity, and controlled access to models. Within SBS, AI adoption builds on the domain logic and structured data foundations already embedded in its core banking platforms. Internally, AI tools are also being deployed across R&D, client delivery, and support functions, improving productivity in areas such as code assistance, testing, documentation, and proposal processes. Although still at an early stage, these initiatives are expected to support operating leverage over time. This governance-first, production-oriented approach reinforces the Group's positioning as a trusted provider of secure hybrid infrastructures in regulated industries, where integration depth, protocol expertise, and compliance requirements remain durable differentiators.

### Comparison of financial statements at 31 December 2025 and 2024

	2025		2024	
	€m	% of Rev.	€m	% of Rev.
Product revenue	575.5	81.4%	544.1	78.8%
Services revenue	131.7	18.6%	146.0	21.2%
<b>Total revenue</b>	<b>707.2</b>		<b>690.0</b>	
<b>Total costs of revenue</b>	<b>232.1</b>		<b>241.3</b>	
<b>Gross profit</b>	<b>476.1</b>	<b>67.3%</b>	<b>448.8</b>	<b>65.0%</b>
<i>Product gross profit</i>	451.3	78.4%	420.4	77.3%
<i>Services gross profit</i>	24.8	18.8%	28.4	19.4%
<b>Operating expenses</b>	<b>368.8</b>	<b>52.2%</b>	<b>354.7</b>	<b>51.4%</b>
<i>o/w research &amp; development</i>	182.8	25.8%	174.9	25.4%
<i>o/w sales &amp; marketing</i>	125.6	17.8%	120.4	17.4%
<b>Brand contribution</b>	<b>167.7</b>	<b>23.7%</b>	<b>153.4</b>	<b>22.2%</b>
<i>o/w general &amp; administrative</i>	60.4	8.5%	59.4	8.6%
<b>Profit on operating activities</b>	<b>107.3</b>	<b>15.2%</b>	<b>94.0</b>	<b>13.6%</b>
<i>Net capitalisation of R&amp;D</i>	16.0	2.3%	19.4	2.8%
<i>As % of gross R&amp;D</i>	8.0%		10.0%	

## Cost of revenue and gross margin

In 2025, the gross margin was 67.3% of revenue, up from 65.0% in 2024.

The gross margin for software products was 78.4% in 2025, compared to 77.3% in 2024. The services gross margin was 18.8% in 2025, compared to 19.4% in 2024.

## Operating expenses

Profit on operating activities was €107.3 million in 2025, or 15.2% of revenue, compared to €94.0 million in 2024, or 13.6% of revenue.

Operating expenses represented 52.2% of revenue in 2025, compared to 51.4% in 2024.

Sales and Marketing costs totalled €125.6 million (17.8% of revenue), stable compared to 17.4% in 2024.

Research & Development expenses amounted to €182.8 million, representing 25.8% of revenue, compared to 25.4% in 2024. Net R&D capitalisation totalled €16.0 million in 2025 (8.0% of gross R&D expenses), compared to €19.4 million in 2024 (10.0% of gross R&D expenses).

General & administrative expenses totalled €60.4 million and represented 8.5% of revenue, stable compared to 8.6% in 2024.

## Balance Sheet and financial structure

As of 31 December 2025, 74Software's financial position was healthy, with cash reserves of €49.1 million and net debt of €193.0 million (before IFRS 16). This resulted in a leverage ratio of 1.92x and a gearing ratio of 0.35x, comfortably meeting the bank debt covenant ratios.

# Summary of 74Software results for the past five fiscal years

The financial statements described below are those of 74Software SA. They present the financial position of the parent company, strictly speaking. They do not include the financial statements of the Company's subsidiaries, unlike the consolidated financial statements.

(in euros)	2025	2024	2023	2022	2021
<b>Share capital at end of fiscal year</b>					
Share capital	59,492,388	59,492,388	43,267,194	43,267,194	43,267,194
Number of ordinary shares outstanding	29,746,194	29,746,194	21,633,597	21,633,597	21,633,597
<b>Transactions and results for the fiscal year</b>					
Revenue excluding VAT	245,794,073	217,672,406	186,602,665	181,819,914	167,254,376
Profit (loss) before tax, employee profit-sharing and incentive schemes, depreciation, amortisation and provisions	43,279,231	11,428,508	-6,966,900	-22,153,401	8,853,621
Income tax	-1,065,127	-3,893,798	-3,790,134	-5,444,850	-5,806,999
Employee profit-sharing and, incentive schemes for the fiscal year	1,229,564	1,165,517	1,292,215	958,358	754,623
Profit (loss) after tax and employee profit-sharing, depreciation, amortisation and provisions	31,172,188	3,757,857	-12,463,786	-8,037,822	-7,843,108
Distributed earnings	–	–	–	8,653,439	8,653,439
<b>Earnings per share (including treasury shares)</b>					
Profit (loss) after tax and employee profit-sharing, but before depreciation, amortisation and provisions	1.49	0.52	-0.15	-0.77	0.68
Profit (loss) after tax and employee profit-sharing, depreciation, amortisation and provisions	1.05	0.13	-0.58	-0.37	-0.36
Dividend per share	–	–	–	0.40	0.40
<b>Employee data</b>					
Average number of employees during the fiscal year	437	432	426	452	477
Total payroll for the fiscal year	48,385,931	44,778,889	46,285,686	44,387,071	43,808,036
Total benefits paid for the fiscal year (social security, employee welfare, etc.)	22,215,203	20,039,328	19,401,268	19,127,031	17,927,150

# Business Model SR

## Our Mission

A trusted, independent enterprise software provider that sustainably grows enduring value by delivering successful outcomes for its customers, opportunities for its employees and returns for its shareholders.

### STRENGTHS >

#### Financial Profile

- Track record of growth, improving margins and cash generation
- Solid balance sheet profile and continued deleveraging
- Financial flexibility supporting long-term strategic priorities

#### Governance

- Independent corporate project supported by long-term reference shareholders
- Clear governance structure involving both the Board of Directors and the Executive Committee
- Matrix-based management structure by region and major product line

#### Technology & Products

- Technology strategy supported by an agile and efficient product portfolio
- Recognized technology leadership in mission-critical software markets
- Continued investment in R&D and innovation
- 20 technology patents

#### Customers & Partners

- More than 12,000 customers worldwide
- Commercial presence in over 100 countries
- Global partner network supporting reach and execution

#### People

- 4,571 employees across 26 countries
- International teams with diverse backgrounds, profiles and cultures

#### Corporate Responsibility

- Key performance indicators integrated into the strategy and governance framework
- Social, societal and environmental ambitions embedded in the Group's approach and decision-making

### OFFERINGS & CAPABILITIES >

#### PRODUCT PORTFOLIO

axway 

- Managed File Transfer (MFT)
- API Management (APIM)
- B2B Integration
- Specialised products

 SBS

- Integrated banking products
- Modular banking products
- Financing products
- Banking components

#### INNOVATION

- Sustained investment in research and development

#### PUBLISHING

- Software development
- Architecture
- Quality assurance and testing

#### PORTFOLIO DEVELOPMENT

- Selective portfolio expansion
- Make-or-Buy analysis

#### INFRASTRUCTURE & SECURITY

- SaaS & Cloud
- On-premises deployment
- Data and transactions security

#### GO-TO-MARKET

- Marketing and brands
- Sales and services
- Customer Success Management
- Subscriptions and renewals



EMPLOYEE ENGAGEMENT

MARKET TRENDS

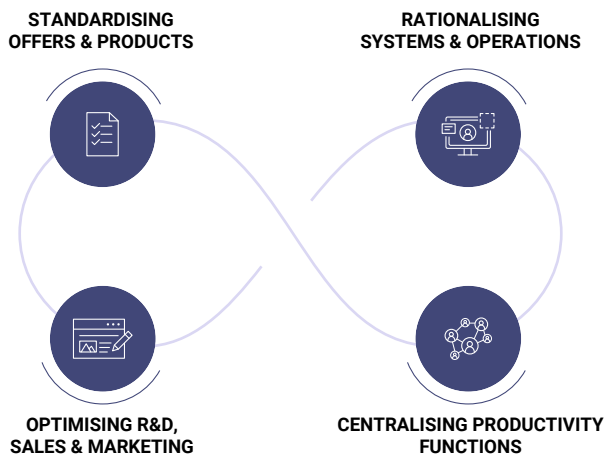
-  Artificial Intelligence & Automation
-  Cloud & Multi-Cloud Migration
-  Data Privacy & Sovereignty
-  Cybersecurity & Regulatory Compliance
-  Open Banking & Financial Services
-  Collaborative Ecosystems

STRATEGY >

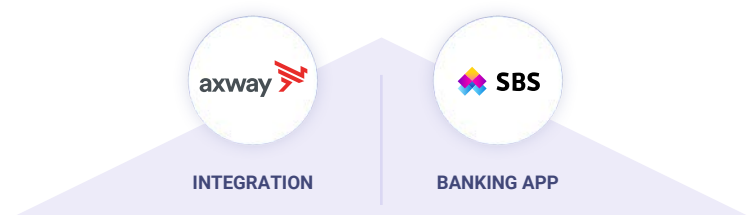
74Software’s success pillars



... and the focus it requires,



to build a robust Software House



CUSTOMER SATISFACTION >

VALUE CREATION

Customers

- Best-in-class products recognized by market analysts
- Flexible contractual and technological models
- Strong customer satisfaction, with an NPS up by 3 points for Axway and 31 points for SBS

Partners

- Strategic, technological and innovation partnerships
- Solid partner satisfaction, with NPS at 65 (Axway only)

Employees

- Engaged teams, with an employee engagement score of 66%
- Workplace well-being, job stability and flexible ways of working
- More than 50,000 training hours delivered across the Group
- Open company-wide dialogue fostered through regular forums led by top management
- Employee share ownership representing 2.6% of share capital
- Continued commitment to diversity and the prevention of discrimination

Suppliers

- Supplier & Partner Charter
- Ethics Charter and related tools supporting responsible business practices

Shareholders

- Euronext Paris listing and Middlednext Governance Code
- Ethifinance ESG Ratings score of 68/100
- Shareholder dialogue supported by transparent and accessible information


Civil Society

- Continued efforts to better measure and reduce greenhouse gas emissions
- Commitment to the UN Global Compact
- Support for financial inclusion and digital accessibility


# Corporate Responsibility

74Software, a responsible and committed company.


**PRINCIPLES**




**GOVERNANCE**



**EXTERNAL EVALUATION**



**CERTIFICATIONS<sup>(3)</sup>**



(1) [74Software's EcoVadis Recognition Page](#).  
 (2) The rating was conducted in January 2025.  
 (3) The exact scope of the products, services, and processes covered by these certifications for the Axway and SBS brands is available upon request.

● Axway ● SBS

## 2026 Orientations

### SOCIAL

- Promote employee well-being and work-life balance
- Advance diversity and increase the representation of women in the workforce
- Invest in training and skills development programmes

### ENVIRONMENT

- Advance the implementation of science-based emissions-reduction targets aligned with a 1.5°C scenario
- Develop and formalise the Group's climate change mitigation transition plan
- Reduce the environmental impact of our products and solutions by continuing our eco-design efforts and environmental impact assessments

### CUSTOMERS & USERS

- Invest constantly in our products and guarantee their relevance and performance
- Continue to measure and improve customer satisfaction through NPS surveys and customer success management initiatives
- Maintain first-class data protection and cybersecurity measures

### BUSINESS CONDUCT

- Continue aligning business conduct practices and compliance mechanisms across the Group
- Strengthen compliance policies and mechanisms for reporting ethical concerns
- Promote responsible purchasing practices

## Social

### WORKFORCE



- Americas 8%
- Europe 65%
- Asia – Pacific 18%
- Africa – Middle East 9%

**30%**  
women  
vs. 30% in 2024

**99%**  
permanent  
contracts

### TALENT DEVELOPMENT

**50,285**  
training hours

**11**  
training hours  
per employee

**99%**  
of employees  
completed a talent  
review in 2025

**42%**  
of employees trained  
in information security  
in 2025



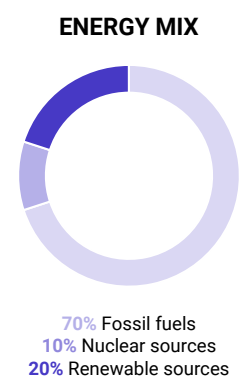
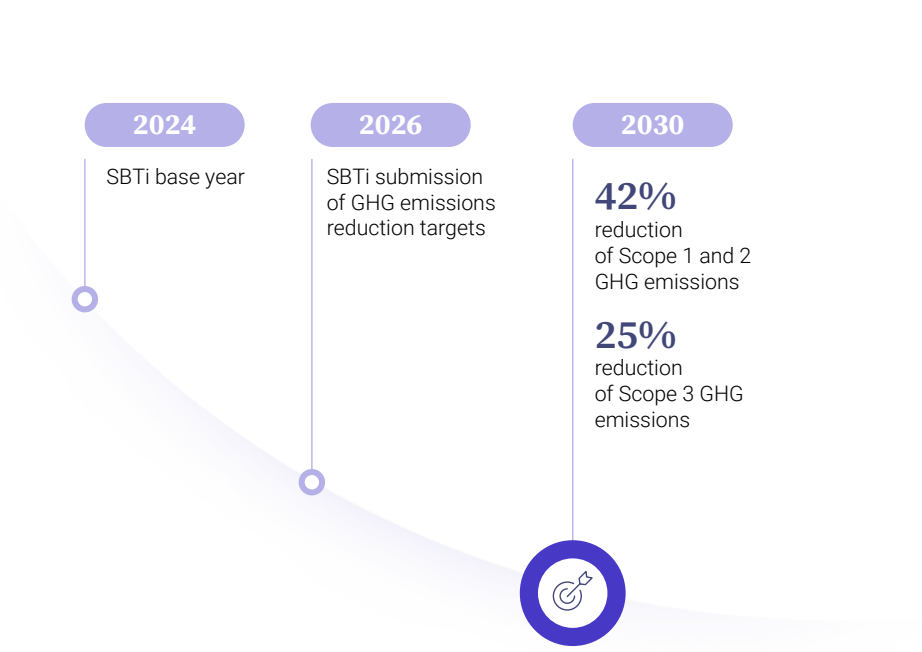
### EMPLOYEE ENGAGEMENT

**88%**  
survey participation  
rate

**66%**  
engagement score

## SBTi Targets

## Key Climate Metrics



## Customers & Users

### CUSTOMER EXPERIENCE

Optimise the customer experience and analyse journeys to consistently enhance satisfaction through ongoing improvement

### DATA AND TRANSACTION SECURITY

Ensure the security of data and transactions for transparent and efficient business interactions

### FINANCIAL INCLUSION

Facilitate access to financial services through digital solutions to reduce inequalities and promote autonomy

### DIGITAL ACCESSIBILITY

Incorporate accessibility principles into digital solutions to better support users, including persons with disabilities

## Business Conduct

### 74SOFTWARE AS A TRUSTED PARTNER

#### Strong Practices:

- Ethical training, including anti-corruption measures and data protection
- Strict compliance with international laws and regulations

#### Promoting a Positive and Ethical Corporate Culture:

- A publicly disclosed Code of Ethics, committing the entire company
- Commitment to fair and sustainable purchasing practices
- Anti-corruption measures and a whistleblowing system accessible to all stakeholders



# Governance

74Software's governance is founded on the sharing of powers between the Board of Directors and the Executive Committee, in accordance with the recommendations of the Middlednext Code.

## Board of Directors

**11**  
members












**4**  
nationalities

**40%**  
women\*

**6**  
meetings

**97%**  
attendance

\* The proportion of women on the Board of Directors is calculated excluding the Board Observer.

		Age	Nationality	Independent Director	Board Observer	Number of offices in other listed companies	Audit Committee	Appointments, Governance and Corporate Responsibility Committee	Compensation Committee	Expiry date of term of office (GM date)	Number of shares held personally
PIERRE PASQUIER		90	FR			1	M			2027	0
KATHLEEN CLARK		58	US/FR			1	P	M		2027	9,587
PIERRE-YVES COMMANAY		60	FR			0	M	M		2026	4,856
NICOLE-CLAUDE DUPLESSIX		66	FR			0		M		2029	2,166
EMMA FERNANDEZ		62	ESP	I		1	M	P		2027	0
MICHAEL GOLLNER		67	US/UK		C	1	C			2029	5,100
DOMINIQUE ILLIEN		72	FR	I		0	P			2028	82,500
YANN METZ-PASQUIER		37	FR/US			0	M			2026	184,960
OLIVIER PLACCA		57	FR	I		0		M		2029	0
PATRICK RENOUVIN		66	FR	I		0	M	M		2027	0
MARIE-HÉLÈNE RIGAL		55	FR			1	M			2026	0

**C** Board Observer **I** Independent **P** Chairwoman/Chairman **M** Member



**82%**

Knowledge of the software publishing business



**55%**

Knowledge of the financial services sector



**36%**

Entrepreneurial experience



**55%**

Finance, control & risk management expertise



**45%**

Finance, control & risk management knowledge



**73%**

Human resources & employee relations



**36%**

Environmental & societal challenges



**91%**

International dimension

## Activities of the Board of Directors and its Committees

### MAIN TOPICS COVERED BY THE BOARD OF DIRECTORS IN 2025

- Strategy and the corporate project;
- Acquisition and disposal operations;
- 2025 budget and major guidelines;
- Approval of the financial statements for the year ended 31 December 2024;
- Approval of the interim financial statements for the first half of 2025;
- Approval of forward-looking financial and management information documents;
- Quarterly results and related financial reports;
- Workplace and wage equality;
- Social and environmental responsibility objectives;
- Composition of the Board and its Committees;
- Assessment of the Board of Directors' activities;
- Share capital increase;
- More in-depth implementation of the ethics and anti-corruption internal systems;
- Qualification of directors as independent;
- Company officer compensation;
- Members of the Board compensation;
- Grant of free shares to Company employees;
- Analysis of the minority shareholders' vote at the 2025 General Meeting;
- Monitoring of legal and regulatory developments: Rixain Law, CSRD Directive, pack Omnibus, DORA Regulation, Attractiveness Law.



## Executive Committee



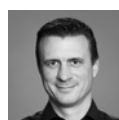
**PATRICK DONOVAN**  
Chief Executive Officer  
United States – France



**ÉRIC BIERRY**  
Deputy Chief Executive  
Officer  
Chief Executive Officer SBS  
France



**ROLAND ROYER**  
Chief Executive  
Officer Axway  
France



**TOBIAS UNGER**  
Chief Financial Officer  
Switzerland



**JULIA SIEPMANN**  
Chief Human  
Resources Officer  
United Kingdom



**XAVIER REBEUF**  
Chief R&D Operations  
France



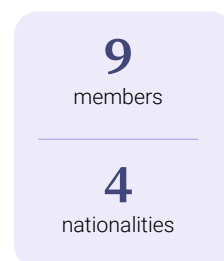
**PAUL FRENCH**  
Chief of Staff  
United States



**PHILIPPE BUISSON**  
Chief of Integration  
and Secretary  
France



**YANN METZ-PASQUIER**  
Chief Strategy Officer  
France



## Presentation of the Board of Directors

The Board of Directors comprises a minimum of three and a maximum of eighteen members. During the life of the Company, the directors are appointed, reappointed or dismissed by the Ordinary General Meeting; they are all eligible for re-election. Directors are appointed for a term of four (4) years.

The Board of Directors elects a Chairman from among its members, who must be a natural person for the appointment to be valid. The Board of Directors can dismiss the Chairman at any time.

Diversity is a point of specific concern in the composition of the Board of Directors.

With regards to independence, the Board seeks, each year, during the review of its composition, to ensure a good balance between independent and non-independent members.

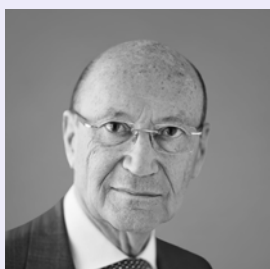
With regards to parity, the aim is to move towards an equal number of men and women. Parity is also sought in the specialist committees. The desire for Board members of different nationalities reflects the search for multicultural diversity.

Finally, a diversity of skills is also a major factor in the composition of the Board of Directors. The essential skills to guarantee the good functioning of the Board of Directors include experience in the software publishing sector, financial expertise, expertise in international environments, as well as corporate governance expertise in listed family companies, to favour the leverage of assets for profitable and sustainable growth.

The Board wishes to extend this diversity policy to 74Software's top-level Management.

On the publication date of the 2025 Universal Registration Document, the Board of Directors comprised ten members each with a right to vote and directly appointed by the General Meeting plus a Board observer:

## Pierre Pasquier CHAIRMAN OF THE BOARD OF DIRECTORS AND DIRECTOR



**Address:**  
Sopra Steria Group SA  
PAE Les Glaisins  
Annecy-le-Vieux  
74940 Annecy  
France

**Date of 1<sup>st</sup> appointment:**  
22/12/2001

**Date of most recent renewal:**  
General Meeting of 11 May 2023 and Board of Directors' meeting of the same day

### ATTENDANCE RATE

- Board of Directors: 100%
- Appointments, Governance and Corporate Responsibility Committee: 100%

### EXPERIENCE

Pierre Pasquier has over 50 years' experience in digital services and managing an international Company. He founded Sopra group in 1968 with his partners and is Chairman of the Board of Directors.

A mathematics graduate from the University of Rennes, Pierre Pasquier began his career with Bull and was involved in the creation of Sogeti, before leaving to found Sopra. Recognised as a pioneer in the sector, he asserted from the outset the Company's entrepreneurial spirit, aimed at serving major customers through innovation and collective success.

Pierre Pasquier steered the deployment of Sopra in its vertical markets and internationally. The 1990 IPO, the successive growth phases and the transformational merger with the Steria group in 2014, ensured the independence of the Company in a changing market.

In 2011, Pierre Pasquier led the IPO of the subsidiary 74Software (formerly Axway Software), remaining Chairman of the Board of Directors.

He was Chairman and Chief Executive Officer of Sopra Group until 20 August 2012, when the duties of Chairman and Chief Executive Officer were separated.

Pierre Pasquier is also Chairman and Chief Executive Officer of Sopra GMT, the financial holding Company of Sopra Steria Group and 74Software.

### OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:

#### In 74Software

- Director;
- Chairman of the Board of Directors;
- Director or Company officer of non-French subsidiaries or sub-subsidiaries of the Group.

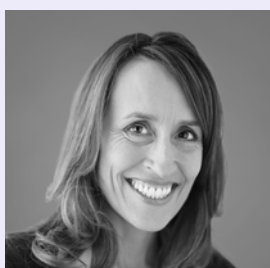
#### Outside 74Software

- Chairman of Sopra Steria Group SA;
- Director or Company officer of subsidiaries or sub-subsidiaries of Sopra Steria Group;
- Chairman and CEO of Sopra GMT.

### OFFICES EXPIRED DURING THE PAST FIVE YEARS:

None.

## Kathleen Clark VICE-CHAIRWOMAN OF THE BOARD OF DIRECTORS AND DIRECTOR



**Address:**  
Sopra Steria Group SA.  
6, avenue Kléber  
75116 Paris  
France

**Date of 1<sup>st</sup> appointment:**  
28/04/2011 Director  
24/10/2013  
Vice-Chairwoman

**Date of most recent renewal:**  
General Meeting of 11 May 2023 and Board of Directors' meeting of the same day

### ATTENDANCE RATE

- Board of Directors: 100%
- Appointments, Governance and Corporate Responsibility Committee: 100%
- Compensation Committee: 100%

### EXPERIENCE

After a master's in literature at the University of California (Irvine), Kathleen Clark began her professional career in the United States education sector. In 1998, she left Silicon Valley for France, where she joined Sopra and worked in the Communications Department. In 2002, she was appointed Director of Investor Relations, a position that she held until 2015. In this role, she forged solid ties between the Management bodies and an increasingly international range of shareholders.

Kathleen Clark was a key player in the successful spin-off of Axway. She joined the Board of Directors in 2011 and was appointed Vice-Chairwoman in 2013 and Chairwoman of the Appointments, Governance and Corporate Responsibility Committee. She is also involved in several Group corporate initiatives, and notably initiatives focusing on fairness, the fight against corruption, ethics and employee share ownership.

In 2014, she contributed significantly to the successful merger of Sopra and Steria. In 2015, she became head of Sopra-Steria group mergers and acquisitions where she steers acquisition opportunities to complete the business portfolio in line with the strategy. This position favours the complementarity of strategies between the different Group companies.

Through these roles, her long experience in the Group and governance bodies, her knowledge of financial markets, her commitment to social and societal issues and her communications expertise, contribute to the good governance of Axway.

Enriched by her long-standing relationship with Group senior executives, Kathleen Clark has also served as Deputy CEO of Sopra GMT since 2012.

### OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:

#### In 74Software

- Director;
- Vice-Chairwoman of the Board of Directors.

#### Outside 74Software

- Permanent representative of Sopra GMT on the Board of Directors of Sopra Steria Group;
- Director or Company officer of subsidiaries or sub-subsidiaries of Sopra Steria Group;
- Deputy CEO of Sopra GMT;
- Corporate Development Director of Sopra Steria Group.

### OFFICES EXPIRED DURING THE PAST FIVE YEARS:

None.

**Pierre-Yves Commanay** DIRECTOR**Address:**

74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
his duties in 74Software)

**Date of 1<sup>st</sup> appointment:**

06/06/2018

**Date of most recent renewal:**

General Meeting  
of 24 May 2022

**ATTENDANCE RATE**

- Board of Directors: 83%
- Compensation Committee: 80%
- Appointments, Governance and Corporate Responsibility Committee: 80%

**EXPERIENCE**

Pierre-Yves Commanay has been a member of the Sopra Steria Group SA Executive Committee since 2009. At the beginning of April 2019, he was charged with developing consulting activities in the United Kingdom and he heads the Continental Europe division since 2011.

He has also had previous roles within the Group, which he joined in 1991. In particular, he headed the Research & Development division of a Software entity, before being appointed to develop the activities of Sopra UK as CEO of this subsidiary from 2009 to 2012. As Industrial Director of Sopra Group India Pvt Ltd, Pierre-Yves Commanay was responsible for setting up the Group's offshore platform.

Pierre-Yves Commanay is a graduate of the University of Lyon (DESS postgraduate diploma in Management) and the University of Savoie (master's in information technology).

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

- Director.

**Outside 74Software**

- Director of Sopra GMT;
- Director or Company officer of subsidiaries or sub-subsidiaries of Sopra Steria Group.

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

None.

**Nicole-Claude Duplessix** DIRECTOR**Address:**

74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
her duties in 74Software)

**Date of 1<sup>st</sup> appointment:**

06/06/2017

**Date of most recent renewal:**

General Meeting  
of 20 May 2025

**ATTENDANCE RATE**

- Board of Directors: 100%
- Compensation Committee: 100%

**EXPERIENCE**

Nicole-Claude Duplessix's varied professional background provides a wealth of experience in IT. Nicole-Claude Duplessix started her career with the leading HR software publisher in France, ADP GSI, before joining the Sopra Steria group. Her early work there was in HR consulting for Sopra Steria Group customers. She then supported the commitment made by Sopra Steria and its subsidiaries to its key customers in a number of industries. For seven years until the end of 2019, she was delegated by Executive Management to work on security for critical projects in complex and multicultural environments, as well as the integration of new companies acquired by the Sopra Steria group.

With this wealth of experience in the Sopra Steria group, Nicole-Claude Duplessix strengthens the Board's expertise in investments and acquisitions, ethics and human resource management.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

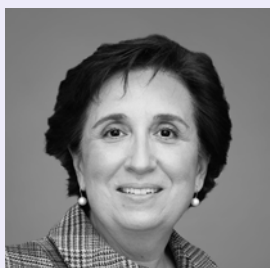
- Director.

**Outside 74Software**

- None.

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

None.

**Emma Fernandez** DIRECTOR

**Address:**  
74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
her duties in 74Software)

**Date of 1<sup>st</sup> appointment:**  
06/21/2016

**Date of most recent  
renewal:**  
General Meeting  
of 11 May 2023

**ATTENDANCE RATE**

- Board of Directors: 100%
- Appointments, Governance and Corporate Responsibility Committee: 100%
- Compensation Committee: 100%

**EXPERIENCE**

Emma Fernandez has significant experience as a senior executive in the technology sector and particularly in ICT, security and defence, transport and traffic. She has occupied various positions during the past 25 years with Indra, in areas such as strategy, innovation and the development of new offerings, talent management, communication and product branding, public affairs, corporate governance, and corporate social and environmental responsibility, as well as mergers and acquisitions. Currently, she advises and promotes major companies and start-ups whose core business is IT.

Emma Fernandez has an engineering degree in telecoms from the Polytechnic University of Madrid and obtained an MBA from IE.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

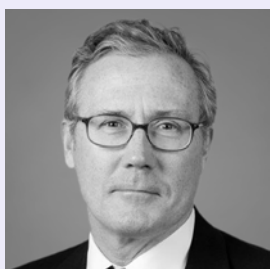
- Director.

**Outside 74Software**

- Director of Metrovacesa SA;
- Director of Effect Consultoria y soluciones digitales;
- Director of Openbank SA;
- Director of Santander Consumer Finance SA, Italia and Austria;
- Director of ODS SA;
- Director of Iskay Pet SL.

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

- Director of Gigas Hosting SA (10/2021 – 07/2023);
- Director of ASTI Mobile Robotics Group SL (16/10/2017 – 02/08/2021).

**Michael Gollner** BOARD OBSERVER

**Address:**  
74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
his duties in 74Software)

**Date of 1<sup>st</sup> appointment:**  
Appointment by the Board  
meeting of 23 October 2024,  
ratified by the AGM  
of 20 May 2025

**Date of most recent  
renewal:**  
General Meeting  
of 20 May 2025

**ATTENDANCE RATE**

- Board of Directors: 83%
- Audit Committee: 100%

**EXPERIENCE**

With an MA in International Studies from the University of Pennsylvania and an MBA from the Wharton School, Michael Gollner began his career in investment banking with Marine Midland Bank from 1985 to 1987, Goldman Sachs from 1989 to 1994 and Lehman Brothers from 1994 to 1999. In 1999, he joined Citigroup Venture Capital, which later became Court Square Capital, as Managing Director Europe. He founded an investment Company, Operating Capital Partners, in London in 2008. As Managing Partner, Michael Gollner accompanies the development of a portfolio of companies, most often in the technologies, media or cable sectors.

Michael Gollner founded Madison Sports Group in 2013 and was the Executive Chairman. He was also the founding shareholder of Levelset in 2012 and a director. Mr. Gollner sold his investments in these two companies in 2021.

Michael Gollner brings to the Board his Anglo-Saxon financial insight and significant investment in the operating activities of the companies he manages or assists.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

- Board observer  
at 74Software  
since 23 October 2024.

**Outside 74Software**

- Director of Sopra Steria Group SA.

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

- Director of 74Software from 24 May 2012 to 23 October 2024;
- Director of Levelset, Inc. (November 2021);
- Executive Chairman of Madison Sports Group Limited (July 2020).

**Dominique Illien** DIRECTOR

**Address:**  
74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
his duties in 74Software)

**Date of 1<sup>st</sup> appointment:**  
16/05/2024

**Date of most recent  
renewal:**  
Not applicable

**ATTENDANCE RATE**

- Board of Directors: 100%
- Audit Committee: 100%

**EXPERIENCE**

After starting his career as a computer scientist and then at Deloitte where he created the IT audit business, Dominique Illien worked in Europe, the United States and Asia in the information technology sector, at Cap Gemini, Atos as co-founder and CEO until 2007 and Sopra as CEO from 2007 to 2010.

He also chaired the Executive Board of Lefebvre-Sarrut, a legal database publishing group, where he oversaw the international development of online digital subscription services.

He is now an independent consultant.

Dominique Illien is a graduate of ESCP Business School and a Certified Public Accountant.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

- Director.

**Outside 74Software**

- Member of the Supervisory Board of 21 Invest SA (France);
- Member of the Strategy Committee of Sismo SA (France);
- Chairman of DBIConsulting SAS (France).

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

- Member of the Strategy Committee of Orlade SA (France, 2025);
- Member of the Advisory Board of Rocket Lawyer Inc. (USA, 2025);
- Member of the Advisory Board of Sky Republic Inc. (USA, June 2024);
- Member of the Strategy Board of Evolucare (France, April 2023);
- Director of NG Data (Belgium, January 2024).

**Yann Metz-Pasquier** DIRECTOR

**Address:**  
74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
his duties in 74Software)

**Date of 1<sup>st</sup> appointment:**  
06/06/2018

**Date of most recent  
renewal:**  
General Meeting  
of 24 May 2022

**ATTENDANCE RATE**

- Board of Directors: 100%
- Audit Committee: 100%

**EXPERIENCE**

Yann Metz-Pasquier is Chief Strategy Officer of 74Software and General Manager of the Digital Banking Solutions business unit at SBS.

An entrepreneur, he cofounded Upfluence in 2013, an affiliate and influencer marketing SaaS platform based in San Francisco, where he was Chief Financial Officer until 2016 and remains a director.

In 2018, he joined SBS as Head of Corporate Development for North America and was then Chief Marketing Officer from 2018 to 2022. He was also Head of Corporate Ventures for Sopra Steria Group.

Yann Metz-Pasquier holds a Master of Business Administration (MBA) from Harvard Business School (2018) and is a Chartered Financial Analyst (CFA) and graduated in 2011 from the Catholic University of Lyon (ESDES) with a master's in management.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

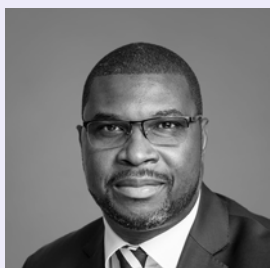
- Director.

**Outside 74Software**

- Director of Sopra GMT;
- Director of Upfluence Inc.;
- Board Observer at Algoan.

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

None.

**Olivier Placca** DIRECTOR**Address:**

74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
his duties in 74Software)

**Date of 1<sup>st</sup> appointment:**

Coopted by the Board  
meeting of 23 October 2024  
and ratified by the AGM  
of 20 May 2025

**Date of most recent renewal:**

General Meeting  
of 20 May 2025

**ATTENDANCE RATE**

- Board of Directors: 100%
- Compensation Committee: 100%

**EXPERIENCE**

A technology and innovation expert with over 30 years' experience, Olivier Placca is recognised for his expertise in cloud/SaaS platforms and advanced technologies such as APIs, artificial intelligence, machine learning, and big data.

Co-founder and former CEO of Tinubu Square S.A., through his leadership and strategic vision, Olivier transformed this innovative start-up into an international leader in B2B SaaS solutions for credit insurance, with rapid growth in recurring revenues.

He previously held management positions at Experian and SG2, where he led transformations in the banking and insurance sectors.

Olivier holds a degree in business informatics from Paris XI university and has completed executive programmes at Stanford and INSEAD.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

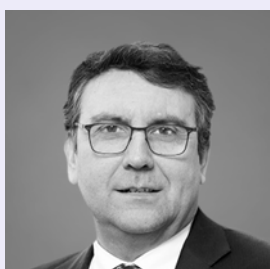
- Director.

**Outside 74Software**

- Chairman and CEO of Lango Technologies (07/2025);
- Chairman of OP Advisory SASU (France).

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

- Director of Tinubu Square SA (09/2025);
- Chairman and CEO of Tinubu Square SA (06/2024);
- Chairman of T-Square (France, 06/2024);
- Chairman of Recovery Square (France, 06/2024);
- Chairman of Tinubu Square Americas Inc. (USA, 06/2024);
- Chairman of Tinubu Square B&A LLC (USA, 06/2024);
- Chairman of Tinubu Square Singapore PTE (Singapore, 06/2024);
- Chairman of Tinubu Square Innovations Inc. (Canada, 06/2024);
- Deputy CEO of Tinubu Square SA (06/2024).

**Patrick Renouvin** DIRECTOR**Address:**

74Software, Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
his duties in 74Software)

**Date of 1<sup>st</sup> appointment:**

Coopted by the Board  
meeting of 23 October 2024  
and ratified by the AGM  
of 20 May 2025

**Date of most recent renewal:**

General Meeting  
of 20 May 2025

**ATTENDANCE RATE**

- Board of Directors: 100%
- Audit Committee: 100%
- Appointments, Governance and Corporate Responsibility Committee: 100%

**EXPERIENCE**

With a degree in computer science and management from CNAM, Patrick Renouvin began his career in 1981 at G-CAM, an IT subsidiary of Caisse des Dépôts et Consignations. In 1986, he became a consultant at Andersen Consulting, before joining Bossard Consultant in 1991. During this period he mainly managed IT roadmaps and projects for local authorities and financial institutions.

In 1999, he was appointed Deputy CEO in charge of IT systems and banking operations at Crédit du Nord. In 2008 he was appointed Deputy Managing Director of retail banking outside mainland France at Société Générale, where he oversaw the operations and IT systems of 42 international subsidiaries. In 2012, he became Head of Information Systems at La Banque Postale and Réseau La Poste, actively participating in its operational transformation, while holding various directorships in companies of these groups.

In 2019, he became Deputy CEO of Dexia, in charge of back-office and IT outsourcing under the orderly resolution plan and since 2023, he has been Senior Advisor for digital transformation projects.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

- Director.

**Outside 74Software**

- Director of STET (France);
- Chairman of P-Renouvin Conseil SASU (France).

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

None.

**Marie-Hélène Rigal** DIRECTOR**Address:**

74Software  
Tour Trinity  
1 bis, place de la Défense  
92400 Courbevoie France  
(only in the context of  
her duties in 74Software)

**Date of 1<sup>st</sup> appointment:**

06/06/2018

**Date of most recent renewal:**

General Meeting  
of 24 May 2022

**ATTENDANCE RATE**

- Board of Directors: 100%
- Audit Committee: 100%

**EXPERIENCE**

A science graduate, Marie-Helene Rigal has a good understanding of the field of higher education, research and innovation and more broadly the public sector, that she combines with an operational and executive approach to strategy and organisation.

With a PhD in Mathematics and a post-graduate diploma in theoretical physics, Marie-Helene Rigal began her professional career as a research professor at the University of Montpellier, then at *École normale supérieure* (ENS) Lyon. In 1998 she joined the financial audit sector, where she worked for major clients in the manufacturing, services and public sectors.

Marie-Hélène Rigal then focused her career on consulting, to support companies and organisations, internally or externally, in their transition to new models within ecosystems in transformation. In particular, she has worked as a consulting partner at Ask Partners, as an advisor to the Chairman of *École normale supérieure* of Lyon and as a director in Grant Thornton's Sustainable Transformation business.

She also uses her expertise in her duties as Director of Sopra Steria Group and Chairwoman of its Audit Committee and as Director and Vice-Chairwoman of Chapter Zero France, a climate forum for business directors.

**OFFICES AND DUTIES HELD DURING THE FISCAL YEAR:****In 74Software**

- Director.

**Outside 74Software**

- Director of Sopra Steria Group SA;
- Director and Vice-Chairwoman of Chapter Zero France.

**OFFICES EXPIRED DURING THE PAST FIVE YEARS:**

- Expert member of the Advisory Board of IMT Mines Albi-Carmaux engineering school (2017-2023).

Changes in the composition of the Board of Directors during fiscal year 2025 were as follows:

	<b>Departures</b>	<b>Appointments</b>	<b>Renewals</b>
<b>Board of Directors</b>	None	None	Michael Gollner (Board observer) Olivier Placca (director) Patrick Renouvin (director)
<b>Audit Committee</b>	None	None	None
<b>Appointments, Governance and Corporate Responsibility Committee</b>	None	None	None
<b>Compensation Committee</b>	None	None	None

## Expertise represented on the Board of Directors

74Software directors boast complementary expertise and experience in line with the Company's strategy to best meet the challenges it faces. Skills diversity is sought within the Board of Directors. The Company has identified seven key areas of expertise that it wishes to see represented on the Board:

- **knowledge of the software publishing business:** this expertise requires extensive experience in the software business acquired in the IT sector, and particularly software publishing. It implies an in-depth knowledge of digital technologies and their developments;
- **knowledge of the financial services industry:** this expertise requires professional experience acquired in the Financial Services industry, in a business or as an external advisor, or through a directorship;
- **entrepreneurial experience:** entrepreneurial experience is gained by setting up or taking over an industrial or commercial entity and coming into contact with the various stakeholders: customers, employees, shareholders, lenders, suppliers, government authorities;
- **finance, control and risk management (expertise):** this expertise is gained through professional experience acquired in the finance, audit or internal control sectors;
- **finance, control and risk management (management):** this competency requires advanced knowledge of law, business, management and economics, acquired through a directorship or global management position;
- **CSR – human resources and employee relations:** this expertise requires professional experience acquired in Human Resources, in a business or as an external advisor, or through a directorship;
- **CSR – social and environmental issues:** this expertise implies extensive knowledge of institutions, professional bodies, trade unions or non-profit or humanitarian organisations, or even competency acquired in the approach adopted by businesses to address climate and environmental questions;
- **international dimension:** the international dimension demonstrates expertise in intercultural management relating to a dual culture, an expatriation or a directorship in an international group.

Below is a matrix presenting the areas of expertise represented on the Board of Directors:

AREAS OF EXPERTISE	Knowledge of the software publishing business	Knowledge of the financial services industry	Entrepreneurial experience	FINANCE, CONTROL AND RISK MANAGEMENT		CSR		International dimension
				Expertise	Management	HR and Employee Relations	Environmental and Societal Issues	
Kathleen CLARK	✓				✓		✓	✓
Pierre-Yves COMMANAY	✓				✓	✓		✓
Nicole Claude DUPLESSIX	✓				✓	✓		✓
Emma FERNANDEZ	✓	✓		✓		✓	✓	✓
Michael GOLLNER	✓	✓	✓	✓				✓
Dominique ILLIEN	✓			✓		✓		✓
Yann METZ-PASQUIER	✓	✓	✓	✓				✓
Pierre PASQUIER	✓	✓	✓		✓	✓		✓
Olivier PLACCA	✓	✓	✓		✓	✓		✓
Patrick RENOUVIN	✓	✓		✓		✓	✓	✓
Marie-Hélène RIGAL				✓		✓	✓	

## Family relationships

To the best of the Company's knowledge, at the publication date of the 2025 Universal Registration Document, the only existing family relationships were those between:

- Yann Metz-Pasquier and Pierre Pasquier;

- Pierre-Yves Commanay and Pierre Pasquier;
- Yann Metz-Pasquier and Pierre-Yves Commanay.

## Legal information

At the publication date of the 2025 Universal Registration Document and to the best of the Company's knowledge, none of the members of the Board of Directors or management have been:

- convicted of fraud in the past five years;
- declared bankrupt or placed into receivership or liquidation in the past five years;

- incriminated and/or issued an official public sanction by statutory or regulatory authorities in the past five years.

To the best of the Company's knowledge, none of the company officers have been prevented by the courts from acting as a member of an issuer's administrative, management or supervisory body or from being involved in an issuer's management or the conduct of its business in the past five years.

## Conflicts of interest within administrative and management bodies

The Company maintains significant relationships for its business, control, strategy and development with Sopra GMT, the lead holding company. Pierre Pasquier is the Chairman and Chief Executive Officer of Sopra GMT and the Pasquier family holds a 54.0% interest in the share capital.

Sopra GMT controls the Company as a result of its direct and indirect holding of more than half of the Company's share capital (52.8%) and 57.6% of its voting rights (see Chapter 7, Section 7.2). Sopra GMT therefore exercises considerable influence over the Company's business, strategy and development.

Furthermore, a framework assistance agreement was entered into with Sopra GMT, under which Sopra GMT provides a considerable number of services concerning the 74Software strategy and the potential synergies with Sopra Steria Group (see Chapter 4, Section 4.2). Pursuant to the procedure applicable to regulated agreements, this agreement, and its extension were submitted to the Board of Directors and the General Shareholders' Meeting for approval prior to being signed.

To the best of the Company's knowledge, these relationships do not constitute conflicts of interest.

It should also be noted that:

- 74Software's Board of Directors includes four (4) independent directors, selected at its meeting held on 29 October 2025, representing 40% of its members. The Company recalls that it complies with Recommendation no. 3 of the Middlednext Code of Corporate Governance;

- the directors are bound by the obligation to protect the interests of the Company and comply with the rules set out in the internal regulations of the Board of Directors and any other rules contributing to good governance as defined in the Middlednext Code of Corporate Governance (Code of Ethics for Board members). Moreover, the Board of Directors' internal regulations stipulate in Title 7 "Ethics" that: *"Any member of the Board of Directors finding themselves in a situation of conflict of interest or potential conflict of interest, due notably to the offices they hold with another Company, must report this situation to the Appointments, Governance and Corporate Responsibility Committee as rapidly as possible, explaining the issue encountered and detailing the reasons for the existence of the actual or potential conflict of interest. [...] The Chairman of the Board, having regard to the opinion of the Appointments, Governance and Corporate Responsibility Committee, asks the relevant member of the Board of Directors not to take part in the deliberations and/or not to attend the Board of Directors' meeting";*
- the members of the Board of Directors undertake to report, prior to each Board meeting and depending on the agenda, any potential conflicts of interest and to not take part in deliberations or votes on any subjects where they have a conflict of interest.

	Employment contract		Supplementary pension plan		Indemnities or benefits due or likely to become due on the termination of service or a change of duties		Indemnities relating to a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>Executive officers</b>								
<b>Pierre PASQUIER</b> Chairman Start of term of office: Board of Directors' meeting of 5 June 2019 Expiry of term of office: General Meeting convened to approve the financial statements for the year ending 31 December 2026		✓		✓		✓		✓
<b>Patrick DONOVAN</b> Chief Executive Officer Start of term of office: 6 April 2018		✓		✓		✓		✓
<b>Éric BIERRY</b> Deputy Chief Executive Officer Start of term of office: 2 September 2024	✓ <sup>(1)</sup>			✓		✓		✓

(1) In view of his seniority in the Group, Éric Bierry's employment contract was not terminated when he was appointed Deputy Chief Executive Officer, but was suspended on his appointment on 2 September 2024.

## Information on transactions in securities by senior executives and those persons mentioned in Article L. 621-18-2 of the French Monetary and Financial Code

Pursuant to Article 223-26 of the AMF General Regulations, the following transactions involving 74Software's shares fell within the scope of Article L. 621-18-2 of the French Monetary and Financial Code during the fiscal year ended 31 December 2025:

Category <sup>(1)</sup>	Name	Position	Transaction type <sup>(2)</sup>	Transaction date	Number of shares	Unit price	Transaction amount
Chief Financial Officer	Tobias UNGER	CFO	A	27/02/2025	700	€28.86	€20,203
Director	Yann METZ-PASQUIER	Director	A	20/03/2025	119,411	€31.00	€3,701,741
Chief Executive Officer	Patrick DONOVAN	CEO	D <sup>(3)</sup>	31/03/2025	14,612	€31.21	€456,020
Chief Executive Officer	Patrick DONOVAN	CEO	A	31/03/2025	30,000	€0.00	€0
Chief Financial Officer	Tobias UNGER	CFO	A	15/09/2025	800	€37.38	€29,900
Board Observer	Michael GOLLNER	Board Observer	A	04/11/2025	5,000	€36.00	€180,000

(1) Category: Members of the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer.

(2) Transaction type: A. Acquisition; D. Disposal.

(3) This transaction related to the exercise of a free share grant programme requiring the sale of part of the shares to cover the flat tax applicable in the United States.

## Compensation policy

The following developments, which form an integral part of the Board of Directors' report on corporate governance, are presented in accordance with Articles L. 22-10-8 and R. 225-29-1 of the French Commercial Code.

Pursuant to Article L. 22-10-8, shareholders will be asked to approve the compensation policy for company officers described below.

The company officer compensation policy is approved by the Board of Directors of the Company in accordance with prevailing legal provisions and the Middlednext Code.

Measures aimed at avoiding and managing conflicts of interest are set out in the Board of Directors' internal regulations.

## Compensation components paid or awarded to directors in respect of their duties for the year ended 31 December 2025

The 5<sup>th</sup> resolution adopted by the Company's Combined General Meeting of 20 May 2025 approved the grant to directors of compensation referred to in Article L. 22-10-14 of the French Commercial Code of €500,000 for the year ended 31 December 2025.

The following table presents the compensation paid to directors for their duties in respect of the past three fiscal years.

### Summary of compensation referred to in Article L. 22-10-14 of the French Commercial Code and other compensation received by company officers for their duties in 74Software

Company officer	Amounts due in fiscal year 2025*	Amounts due in fiscal year 2024*	Amounts due in fiscal year 2023*
<b>Kathleen CLARK</b>			
Compensation <sup>(1)</sup>	€56,498	€39,675	€32,891
Other compensation			
<b>Pierre-Yves COMMANAY</b>			
Compensation <sup>(1)</sup>	€37,829	€33,075	€27,539
Other compensation			
<b>Nicole-Claude DUPLESSIX</b>			
Compensation <sup>(1)</sup>	€35,809	€26,475	€22,188
Other compensation			
<b>Emma FERNANDEZ</b>			
Compensation <sup>(1)</sup>	€54,773	€43,295	€27,340
Other compensation			
<b>Michael GOLLNER</b>			
Compensation <sup>(1)</sup>	€39,323	€38,255	€28,601
Other compensation			
<b>Dominique ILLIEN</b>			
Compensation <sup>(1)</sup>	€60,520	€19,866	€–
Other compensation			
<b>Yann METZ-PASQUIER</b>			
Compensation <sup>(1)</sup>	€43,854	€32,975	€26,817
Other compensation			
<b>Pierre PASQUIER</b>			
Compensation <sup>(1)</sup>	€37,532	€27,575	€22,462
Other compensation			
<b>Olivier PLACCA</b>			
Compensation <sup>(1)</sup>	€35,809	€919	€–
Other compensation			
<b>Patrick RENOUVIN</b>			
Compensation <sup>(1)</sup>	€54,199	€3,320	€–
Other compensation			
<b>Marie-Hélène RIGAL</b>			
Compensation <sup>(1)</sup>	€43,854	€36,353	€30,699
Other compensation			
<b>Other terms of office ended before 2025</b>			
Compensation <sup>(1)</sup>	€–	€28,217	€111,463
Other compensation			
<b>TOTAL</b>	<b>€500,000</b>	<b>€330,000</b>	<b>€330,000</b>

\* The amounts presented in this table are gross amounts denominated in euros.

(1) Compensation referred to in Article L. 22-10-14 of the French Commercial Code.

There are currently no service agreements or employment contracts between the Company and the directors.

With the exception of Pierre Pasquier, Chairman of the Board of Directors, whose compensation components for his duties as Chairman of the Board of Directors are presented below, the directors do not receive any compensation from the Company for their duties, other than the compensation referred to in Article L. 22-10-14 of the French Commercial Code.

## Compensation components paid or awarded to the Chairman of the Board of Directors in respect of his duties for the year ended 31 December 2025

The fixed, variable and exceptional components of total compensation and benefits in kind paid during the past year or awarded in respect of this same year to Pierre Pasquier, Chairman of the Board of Directors, for his term of office, determined in accordance with the compensation principles and criteria approved by the General Meeting of 20 May 2025 are as follows:

Compensation paid or awarded during the year then ended	Amount or accounting valuation submitted to vote	Presentation
<b>Fixed compensation</b>	<b>€200,000</b> <b>(Gross amount paid)</b>	Fixed compensation was determined based on the work and challenges addressed by the Chairman of the Board of Directors, in the context of his duties in 74Software.
<b>Variable compensation</b>	—	Not applicable
<b>Compensation referred to in Article L. 22-10-14 of the French Commercial Code</b>	<b>€27,575</b>	Compensation referred to in Article L. 22-10-14 of the French Commercial Code is calculated in accordance with the compensation policy applicable to directors.
<b>Benefits in kind</b>	—	Not applicable

## Compensation components paid or awarded to the Chief Executive Officer in respect of his duties for the year ended 31 December 2025

The fixed, variable and exceptional components of total compensation and benefits in kind paid during the past year or awarded in respect of this same year to Patrick Donovan, Chief Executive Officer, for his term of office, determined in accordance with the compensation principles and criteria approved by the General Meeting of 20 May 2025 are as follows:

Compensation paid or awarded during the year then ended	Amount or accounting valuation submitted to vote	Presentation
<b>Fixed compensation</b>	<b>€553,097</b> <b>(Gross amount paid)</b>	
<b>Annual variable compensation</b>	<b>€783,551</b> <b>(Gross amount payable after approval by the General Meeting, including, where necessary, the deferred portion of this compensation)</b>	<p>Variable compensation is based on quantitative criteria:</p> <ul style="list-style-type: none"> <li>■ 60% based on the combination of organic growth and operating profitability. This percentage may be increased to 110% in the event of notable outperformance.</li> </ul> <p>Non-financial qualitative criteria:</p> <ul style="list-style-type: none"> <li>■ 5% based on the SBS employee engagement indicator;</li> <li>■ 5% based on the Axway employee engagement indicator;</li> <li>■ 5% based on an environmental objective.</li> </ul> <p>A strategic qualitative criteria:</p> <ul style="list-style-type: none"> <li>■ 25% based on the success of the 74Software Strategy and Governance project. This percentage may be increased to 50% in the event of notable outperformance.</li> </ul> <p>The overall achievement rate for the 2025 financial year is 142%.</p>
<b>Free share grant</b>	<b>Shares = €789,600</b> <b>(Accounting valuation)</b>	<p>28,000 performance share rights (representing potentially 0.09% of the Company's share capital), subject to the effective presence of the Chief Executive Officer and quantitative criteria based on the combination of organic revenue growth and operating profitability. This grant was performed pursuant to the 19<sup>th</sup> resolution adopted by the Combined General Meeting of 24 May 2022.</p> <p>The accounting valuation is calculated based on the share price at the grant date, i.e., €28.20 as of February 26, 2025.</p>
<b>Severance pay and indemnities for a change of duties</b>	<b>No indemnities are payable in respect of the fiscal year</b>	
<b>Benefits in kind</b>	—	Not applicable

## Compensation components paid or awarded to the Deputy Chief Executive Officer in respect of his duties for the year ended 31 December 2025

The fixed, variable and exceptional components of total compensation and benefits in kind paid during the past year or awarded in respect of this same year to Éric Bierry, Deputy Chief Executive Officer, for his term of office, determined in accordance with the compensation principles and criteria approved by the General Meeting of 20 May 2025 are as follows:

Compensation paid or awarded during the year then ended	Amount or accounting valuation submitted to vote	Presentation
<b>Fixed compensation</b>	<b>€448,500</b> <b>(Gross amount paid)</b>	
<b>Annual variable compensation</b>	<b>€413,332</b> <b>(Gross amount payable after approval by the General Meeting, including, where necessary, the deferred portion of this compensation)</b>	<p>Variable compensation based on criteria combining objectives at 74Software Group level with objectives specific to the SBS activity branch, as follows:</p> <p><b>SBS objectives: 72.5%</b></p> <p>Financial quantitative criteria:</p> <ul style="list-style-type: none"> <li>■ 50% based on the combination of organic growth and operating profitability. This percentage may be increased to 91.7% in the event of notable outperformance.</li> </ul> <p>Strategic qualitative criteria:</p> <ul style="list-style-type: none"> <li>■ 12.5% based on the success of R&amp;D innovation projects in the incubation zone. This percentage may be increased to 25% in the event of notable outperformance.</li> </ul> <p>Non-financial qualitative criteria:</p> <ul style="list-style-type: none"> <li>■ 5% based on the employee engagement indicator;</li> <li>■ 5% based on the NPS customer satisfaction indicator.</li> </ul> <p><b>74Software objectives: 27.5%</b></p> <p>Financial quantitative criteria:</p> <ul style="list-style-type: none"> <li>■ 10% based on the combination of organic growth and operating profitability. This percentage may be increased to 18.3% in the event of notable outperformance.</li> </ul> <p>Strategic qualitative criteria:</p> <ul style="list-style-type: none"> <li>■ 12.5% based on the success of the Tier 1 Accounts Strategic programme. This percentage may be increased to 25% in the event of notable outperformance.</li> </ul> <p>Non-financial qualitative criteria:</p> <ul style="list-style-type: none"> <li>■ 5% based on an environmental objective.</li> </ul> <p>The overall achievement rate for the 2025 financial year is 138%.</p>
<b>Free share grant</b>	<b>Shares = €705,000</b> <b>(Accounting valuation)</b>	<p>25,000 performance share rights (representing potentially 0.08% of the Company's share capital), subject to the effective presence of the Deputy Chief Executive Officer and quantitative criteria based on the combination of organic revenue growth and operating profitability. This grant was performed pursuant to the 19<sup>th</sup> resolution adopted by the Combined General Meeting of 24 May 2022.</p> <p>The accounting valuation is calculated based on the share price at the grant date, i.e., €28.20 as of February 26, 2025.</p>
<b>Severance pay and indemnities for a change of duties</b>	—	Not applicable
<b>Benefits in kind</b>	<b>€4,800</b>	Company car

## Summary of compensation received by executive officers in respect of recent fiscal years

In accordance with position-recommendation 2014-14 amended on 25 July 2019 and the recommendations of the Middenext Code of Corporate Governance, the table below shows the compensation received by the Chairman of the Board of Directors, Pierre Pasquier, and the 74Software Chief Executive Officer and Deputy Chief Executive Officer for the past three fiscal years.

### Summary of compensation, stock options and shares awarded to each executive officer in 74Software

<i>(gross amounts in euros)</i>	2025	2024	2023
<b>Pierre PASQUIER</b>			
Compensation payable in respect of the fiscal year	237,532	227,575	160,462
Valuation of multi-year variable compensation awarded during the fiscal year			
Valuation of options awarded during the fiscal year			
Valuation of free shares granted			
<b>Patrick DONOVAN</b>			
Compensation payable in respect of the fiscal year	1,336,648	1,460,280	1,488,413
Valuation of multi-year variable compensation awarded during the fiscal year			–
Valuation of options awarded during the fiscal year			–
Valuation of free shares granted during the fiscal year	789,600	741,000	561,000
Free shares granted under the Free Share Grant Plan ( <i>number of shares</i> )	28,000	30,000	30,000
<b>Éric BIERRY</b>			
Compensation payable in respect of the fiscal year	861,832	460,438	
Valuation of multi-year variable compensation awarded during the fiscal year			
Valuation of options awarded during the fiscal year			
Valuation of free shares granted during the fiscal year	705,000	780,000	
Free shares granted under the Free Share Grant Plan ( <i>number of shares</i> )	25,000	30,000	

## Summary of the compensation received by each executive officer in respect of their duties in 74Software

(gross amounts in euros)	2025		2024	
	Amount due	Amount paid	Amount due	Amount paid
<b>Pierre PASQUIER</b>				
Fixed compensation <sup>(1)</sup>	200,000	262,000	200,000	138,000
Variable compensation				
Multi-year variable compensation				
Exceptional compensation				
Compensation referred to in Article L. 22-10-14 of the French Commercial Code <sup>(1)</sup>	37,532	27,575	27,575	22,463
Value of benefits in kind				
<b>TOTAL</b>	<b>237,190</b>	<b>289,575</b>	<b>227,575</b>	<b>160,463</b>
<b>Patrick DONOVAN</b>				
Fixed compensation <sup>(2)</sup>	553,097	553,097	577,421	577,421
Variable compensation <sup>(2)</sup>	783,551	698,084	698,084	910,389
Multi-year variable compensation				
Exceptional compensation	–	184,775	184,775	–
Compensation referred to in Article L. 22-10-14 of the French Commercial Code				
Value of benefits in kind				
<b>TOTAL</b>	<b>1,336,648</b>	<b>1,435,956</b>	<b>1,460,280</b>	<b>1,487,810</b>
<b>Éric BIERRY</b>				
Fixed compensation <sup>(2)</sup>	448,500	448,500	149,500	149,500
Variable compensation <sup>(2)</sup>	413,332	140,938	140,938	–
Multi-year variable compensation				
Exceptional compensation		170,000	170,000	
Compensation referred to in Article L. 22-10-14 of the French Commercial Code				
Value of benefits in kind	4,800	4,800	1,600	1,600
<b>TOTAL</b>	<b>866,632</b>	<b>764,238</b>	<b>462,038</b>	<b>151,100</b>

(1) Fixed compensation and compensation referred to in Article L. 22-10-14 of the French Commercial Code are paid by 74Software.

(2) Fixed and variable compensation and benefits In kind are paid by Axway Inc., in US dollars. The exchange rate used for this table at 31 December 2024 was €1 = \$1,0824 and the rate applied at 31 December 2025 was €1 = \$1.1300.

## Summary of variable compensation received by the Chief Executive Officer

## Variable compensation

Criteria	Nature	% weight	% max.	Threshold	Target	Ceiling	Cap	Amount at stake in \$	Cap in \$	Actual result	Amount granted in \$
74SW R40	quantitative	60%	110%	11%	17%	23%	183%	375,000	687,500	19%	479,163
Success of the Strategy and Governance project	qualitative	25%	50%	N/A	N/A	N/A	200%	156,250	312,500	overachieved	312,500
Employee engagement indicator (AXW)	quantitative	5%	5%	60%	70%	N/A	100%	31,250	31,250	72%	31,250
EES – Participation rate (SBS)	quantitative	5%	5%	60%	80%	N/A	100%	31,250	31,250	89%	31,250
74SW ESG	qualitative	5%	5%	N/A	N/A	N/A	100%	31,250	31,250	achieved	31,250
<b>TOTAL</b>		<b>100%</b>	<b>175%</b>					<b>625,000</b>	<b>1,093,750</b>		<b>885,413</b>

The Compensation Committee noted an attainment rate of 142% for the objectives set by the Board of Directors for the Chief Executive Officer. The Board of Directors therefore set Patrick Donovan's variable compensation at \$885,413 for fiscal year 2025.

The performance criteria were applied as planned at the time of their determination on 26 February 2025. No compensation is due at the threshold amount and the variable compensation is calculated on a straight-line basis between the threshold, target and cap values. Regarding the qualitative objective related to the Strategy, the Compensation Committee and the Board of Directors considered that the objectives relating to the continued integration of the Axway and SBS entities, and in particular

the development of an updated Group strategy and the implementation of a governance model encompassing the rationalisation of the legal entities, were exceeded.

Total compensation is consistent with the compensation policy and contributes to the long-term performance of the Company.

The Compensation Committee, having reviewed the report of the Appointments, Governance and Corporate Responsibility Committee, duly noted the attainment of the environmental objectives relating to the implementation of a new organisational structure and the definition of a new Group-wide ESG strategy.

**Summary of variable and exceptional compensation received by the Deputy Chief Executive Officer****Variable compensation**

Criteria	Nature	% weight	% max.	Threshold	Target	Ceiling	Cap	Amount at stake in €	Cap in €	Actual result	Amount granted in €
SBS R40	quantitative	50%	91.7%	7%	12%	17%	183%	150,000	275,000	13.2%	179,999
SBS incubation zone	qualitative	12.5%	25%	N/A	N/A	N/A	200%	37,500	75,000	overachieved	75,000
SBS EES	quantitative	5%	5%	60%	80%	N/A	100%	15,000	15,000	89%	15,000
SBS NPS	quantitative	5%	5%	13%	25%	N/A	100%	15,000	15,000	38%	15,000
74SW R40	quantitative	10%	18.3%	11%	17%	23%	183%	30,000	55,000	19.0%	38,333
74SW Tier 1 strategy	qualitative	12.5%	25%	N/A	N/A	N/A	200%	37,500	75,000	overachieved	75,000
74SW ESG	quantitative	5%	5%	N/A	N/A	N/A	100%	15,000	15,000	achieved	15,000
<b>TOTAL</b>		<b>100%</b>	<b>175%</b>					<b>300,000</b>	<b>525,000</b>		<b>413,332</b>

The Compensation Committee noted an attainment rate of 138% for the objectives set by the Board of Directors for the Deputy Chief Executive Officer. The Board of Directors therefore set Éric Bierry's variable compensation at €413,332 for fiscal year 2025.

The performance criteria were applied as planned at the time of their determination on 26 February 2025. No compensation is due at the threshold amount and the variable compensation is calculated on a straight-line basis between the threshold, target and cap values.

Total compensation is consistent with the compensation policy and contributes to the long-term performance of the Company.

Regarding the strategic qualitative objectives:

- The Compensation Committee considered that the R&D projects relating to the SBS incubation area were successfully managed and that the associated delivery and sales targets were exceeded.
- For 74SW Tier 1 accounts, the Compensation Committee considered that the objectives relating to the definition of a Group-wide Tier 1 account strategy and its execution through the oversight of the Axway and SBS sales teams, as well as of the partnership between 74Software and Sopra Steria Group, were exceeded.

The Compensation Committee, having reviewed the report of the Appointments, Governance and Corporate Responsibility Committee, duly noted the attainment of the environmental objectives relating to the implementation of a new organisational structure and the definition of a new Group-wide ESG strategy.

### Share subscription options awarded to company officers since their appointment

The company officers did not receive stock options when the various plans were set up.

### Stock options awarded to each executive officer by the issuer and by all 74Software companies during the fiscal year

No stock options were granted to executive officers during the fiscal year ended 31 December 2025.

### Stock options exercised during the fiscal year by each executive officer

No stock options granted to senior executives were exercised by executive officers during the fiscal year ended 31 December 2025.

## Past free share grants

Year	2025	2024	2023	2022
<b>Plan name</b>	<b>Nexus</b>	<b>Next</b>	<b>Winning</b>	<b>Achieve</b>
Date of General Meeting	24/05/2022	24/05/2022	24/05/2022	24/05/2022
Date of Board of Directors' meeting	20/05/2025	16/05/2024	26/04/2023	26/07/2022
Total number of free shares granted, of which to:	344,200	251,500	281,500	265,000
<b>Patrick DONOVAN, Chief Executive Officer</b>	<b>28,000</b>	<b>30,000</b>	<b>30,000</b>	<b>30,000</b>
Final share delivery date	31/03/2028	31/03/2027	31/03/2026	31/03/2025
Lock-in period end date	30% of shares to be held until cessation of duties	30% of shares to be held until cessation of duties	30% of shares to be held until cessation of duties	30% of shares to be held until cessation of duties
<b>Number of shares delivered at 31 December 2025</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>30,000</b>
Cumulative number of shares vested at 31 December 2025	9,333	20,000	30,000	30,000
<b>Number of shares vested during the fiscal year ended</b>	<b>9,333</b>	<b>10,000</b>	<b>10,000</b>	<b>—</b>
Cumulative number of shares cancelled or lapsed at 31 December 2025	—	—	—	—
Number of free shares remaining at the reporting date	18,666	10,000	—	—
<b>Plan name</b>	<b>Nexus</b>	<b>Deputy CEO</b>		
Date of General Meeting	24/05/2022	24/05/2022		
Date of Board of Directors' meeting	20/05/2025	23/10/2024		
Total number of free shares granted, of which to:	344,200	30,000		
<b>Éric BIERRY, Deputy Chief Executive Officer</b>	<b>25,000</b>	<b>30,000</b>		
Final share delivery date	31/03/2028	31/03/2027		
Lock-in period end date	30% of shares to be held until cessation of duties	30% of shares to be held until cessation of duties		
<b>Number of shares delivered at 31 December 2025</b>	<b>—</b>	<b>—</b>		
Cumulative number of shares vested at 31 December 2025	8,333	10,000		
<b>Number of shares vested during the fiscal year ended</b>	<b>8,333</b>	<b>10,000</b>		
Cumulative number of shares cancelled or lapsed at 31 December 2025	—	—		
Number of free shares remaining at the reporting date	16,666	20,000		

### Information on the performance of the free share grant plans

The table below presents the annual attainment percentages for each of the three years of the LTI plans granted to the Chief Executive Officer and the Deputy Chief Executive Officer.

Plan	Performance conditions	Weight	Plan % attainment	Annual % attainment					
				2022	2023	2024	2025	2026	2027
Achieve	Axway profit on operating activities	75%	<b>100%</b>	100%	100%	100%			
	Axway organic revenue growth	25%							
Winning	Axway profit on operating activities	75%	<b>100%</b>		100%	100%	100%		
	Axway organic revenue growth	25%							
Next	Axway profit on operating activities	75%	<b>N/A</b>			100%	100%	N/A	
	Axway organic revenue growth	25%							
Deputy CEO	SBS profit on operating activities	75%	<b>N/A</b>			100%	100%	N/A	
	SBS organic revenue growth	25%							
Nexus	74SW profit on operating activities	75%	<b>N/A</b>				100%	N/A	N/A
	74SW organic revenue growth	25%							

### Information on the performance conditions of the free share grant plans

The table below presents the objectives and results for the criteria associated with the free share grant plan performance conditions.

The threshold and target values are defined by the Compensation Committee and validated by the Board of Directors.

Year	Criteria	Threshold	Target	Result	% Attainment
2022	Axway R40	<b>11%</b>	16%	20.2%	100%
	Amplify API revenue growth	<b>10%</b>	25%	<10%	0%
	Axway profit on operating activities	<b>9%</b>	13%	14.7%	100%
	Axway organic revenue growth	<b>-1%</b>	3%	5.5%	100%
2023	Axway R40	<b>15%</b>	20%	25.5%	100%
	Amplify API revenue growth	<b>-5%</b>	10%	12.3%	100%
	Axway profit on operating activities	<b>14%</b>	18%	19.7%	100%
	Axway organic revenue growth	<b>-1%</b>	2%	5.8%	100%
2024	SBS profit on operating activities	<b>9%</b>	11%	14.1%	100%
	SBS revenue growth	<b>1%</b>	4%	5.9%	100%
	Axway profit on operating activities	<b>17%</b>	20%	20.9%	100%
	Axway organic revenue growth	<b>-1%</b>	2%	3.4%	100%
2025	SBS profit on operating activities	<b>7%</b>	9%	10.2%	100%
	SBS revenue growth	<b>0%</b>	3%	3.0%	100%
	Axway profit on operating activities	<b>18%</b>	21%	21.7%	100%
	Axway revenue growth	<b>0%</b>	3%	4.6%	100%
	74SW profit on operating activities	<b>11%</b>	14%	15.2%	100%
	74SW organic revenue growth	<b>0%</b>	3%	3.8%	100%

## Components of the compensation policy applicable to all company officers

The company officer compensation policy is set by the Board of Directors, which reviews the compensation system annually to verify it matches the Group's needs. It is assisted by the Compensation Committee which prepares its decisions. The Committee holds several preparatory meetings during the final quarter of the preceding fiscal year and the first quarter of the current fiscal year. The Committee then presents its recommendations to the Board of Directors which debates them and makes a decision.

The Board of Directors ensures that the compensation policy is consistent with the Company's interests and contributes to its commercial strategy and long-term success. It sets strict performance conditions for the variable compensation and share-based compensation of the Chief Executive Officer and, where applicable, one or more Deputy Chief Executive Officers, based on financial and non-financial objectives, where appropriate, in conjunction with the Group's strategy. The Company's quantified objectives, identified during the examination of the budget, are taken into account when setting quantitative objectives.

The Board of Directors also takes account of the salary policy decided by the Group and decisions concerning the fixed and

variable compensation of Executive Committee members. It considers, where appropriate, employee share ownership or long-term incentive measures for all employees or management of the Company and its subsidiaries and sets the presence and performance conditions.

The Board determines the quantitative criteria to be taken into account for variable and share-based compensation (at the recommendation of the Compensation Committee), as well as any qualitative criteria, where applicable. It ensures the precise definition of criteria. For the quantitative criteria, it generally sets a threshold below which variable compensation is not paid, a target enabling the payment of 100% of the planned compensation for the criteria and a cap where this amount can be exceeded. Performance is assessed by comparing actual results with the objective, broken down by threshold-target-cap.

At the beginning of the year, the Compensation Committee notes the rate of attainment of quantitative objectives for the previous year and assesses the attainment of qualitative objectives. To this end, it interviews the Chairman of the Board of Directors and familiarises itself with any information that could assist this assessment.

## Compensation policy for the Board of Directors

Pursuant to recommendation R.12 of the Middenext Code and Article 10 of the Board of Directors' internal regulations, the allocation of compensation referred to in Article L. 22-10-14 of the French Commercial Code is approved by the Board of Directors, on the proposal of the Compensation Committee, and takes into account:

- attendance at Board of Directors' meetings;
- the time devoted to their role, including attendance at Committee meetings.

Compensation will be allocated on the same basis in fiscal year 2025, according to the following principles:

- allocation of total compensation between the Committees and the Board of Directors as follows:
  - Board of Directors: 60%,
  - Audit Committee: 20%,

- Appointments, Governance and Corporate Responsibility Committee: 10%,

- Compensation Committee: 10%;

- the attendance of the Committee Chairman at a Committee meeting counts double.

Pursuant to the provisions of Article L. 22-10-14 of the French Commercial Code, the total compensation payable to directors is set by Ordinary General Meeting, on the proposal of the Board of Directors.

The Board of Directors proposed an increase in the compensation referred to in Article L. 22-10-14 of the French Commercial Code to €500,000 for the year ended 31 December 2025. This new compensation amount, adopted by the General Meeting of 20 May 2025, reflects the change in the size of the Board and practices observed in listed companies comparable to 74Software.

## Compensation policy of executive officers

The Compensation Committee issued recommendations regarding executive officer compensation, which was reviewed by the Board of Directors at its meeting of 25 February 2026. Account is taken of the following in particular:

- the principles detailed in the Middenext Code, that is completeness, balance between compensation components, benchmarks, consistency, clear rules, restraint and transparency;
- the experience and expertise of the executive officer;
- the duties and responsibilities associated with the position;
- the compensation of other Company senior executives;

- market practice;
- Company interest;
- the strategy and long-term success of the Group.

The annual review policy affords a greater understanding of the challenges faced by an industry sector that is undergoing constant change and is characterised by its extremely high level of seasonality.

There is no specific supplementary retirement scheme for senior executives outside the common law system.

## a. Compensation policy of the Chairman of the Board of Directors

The compensation of the Chairman of the Board of Directors is determined each year by the Board of Directors, based on the recommendations of the Compensation Committee.

It essentially comprises fixed compensation in addition to the compensation for his duties of director and is only reviewed at long intervals.

The Board of Directors' meeting of 21 January 2026 decided not to propose any changes to the compensation policy for the Chairman of the Board of Directors.

### Fiscal year 2026 and beyond

Compensation components	Comment
Annual fixed compensation	Determined by the Board of Directors at the recommendation of the Compensation Committee
Annual variable compensation	Not applicable
Deferred variable compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferral period, ability to request repayment of variable compensation	Not applicable
Exceptional compensation	Applicable, at the decision of the Board of Directors, subject to very specific circumstances (separation-IPO of a subsidiary, merger, etc.). Payment conditional on Ordinary General Meeting approval and, in all events, capped at 100% of annual fixed compensation.
Other benefits in kind	Not applicable
Stock options, performance shares or any other long-term compensation	Not applicable
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	Application of the directors' compensation policy
Severance pay/indemnities for a change in duties	Not applicable
Non-compete indemnities	Not applicable
Supplementary pension plan	Not applicable

The main factors taken into account in determining this compensation are:

- the role of the Chairman of the Board of Directors in the organisation and management of the Board's procedures;
- consistency with the compensation practices of non-executive Chairpersons of compartment B (Mid Cap) listed companies;
- the expertise and experience of the Chairman of the Board of Directors.

Given the above and based on the criteria detailed previously for defining executive officer compensation, the Board of Directors' meeting of 21 January 2026, on the recommendation of the Compensation Committee, decided to maintain the compensation structure of the Chairman of the Board of Directors and retain his fixed compensation at €200,000.

In the event of the appointment of a new Chairman, the Board of Directors will determine his/her compensation, at the recommendation of the Compensation Committee, in accordance with the compensation policy detailed above.

## b. Compensation policy of the Chief Executive Officer

The compensation of the Chief Executive Officer is determined each year by the Board of Directors, based on the recommendations of the Compensation Committee.

The total compensation of the Chief Executive Officer was reviewed in 2023 as part of a three-year cycle, of which 2025 is the final year. A comprehensive review was carried out to define the framework applicable for the following three-year period.

## Fiscal year 2026 and beyond

Compensation components	Comment
Annual fixed compensation	Determined by the Board of Directors at the recommendation of the Compensation Committee (based, notably, on responsibilities exercised, experience, external and internal comparisons).
Annual variable compensation	<p>Amount: 100% of 2026 fixed compensation if objectives are attained and up to 175% of fixed compensation in the event of notable outperformance. It is conditional on the attainment of:</p> <ul style="list-style-type: none"> <li>■ quantitative criteria: <ul style="list-style-type: none"> <li>- 65% based on a combination of 74Software's organic growth and operating profitability. This percentage may be increased to 115% in the event of notable outperformance;</li> </ul> </li> <li>■ a strategic qualitative criteria: <ul style="list-style-type: none"> <li>- 25% based on 74Software's strategy and governance. This percentage may be increased to 50% in the event of notable outperformance;</li> </ul> </li> <li>■ non-financial qualitative criteria: <ul style="list-style-type: none"> <li>- 5% based on the 74Software employee engagement indicator,</li> <li>- 5% based on a 74Software ESG (Environmental, Social and Governance) performance indicator.</li> </ul> </li> </ul> <p>Precise 2026 objectives were set by the Board of Directors for these criteria but attainment levels are not published for confidentiality reasons.</p> <p>The attainment of the quantitative and qualitative criteria is examined by the Board of Directors' meeting adopting the financial statements for the previous fiscal year, at the recommendation of the Compensation Committee.</p>
Deferred variable compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferral period, ability to request repayment of variable compensation	Not applicable
Exceptional compensation	<p>Applicable, at the decision of the Board of Directors, in the event of very specific circumstances (separation-IPO of a subsidiary, merger, etc.).</p> <p>Payment conditional on approval by Ordinary General Meeting and, in all events, capped at 100% of annual fixed compensation.</p>
Stock options, performance shares or any other long-term compensation	<p>Eligible for long-term incentive plans implemented for 74Software management.</p> <p>These plans include a condition of presence throughout the duration of the plan and demanding performance conditions.</p> <p>Vesting period of three years. No guaranteed minimum.</p> <p>Obligation to hold 30% of shares vested under the plan throughout the term of office.</p> <p>The overall performance at the end of the plan shall be assessed on the basis of the average level of achievement of the applicable Performance Conditions over the Acquisition Period with a Cap of 100% of the share rights granted.</p>
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	Not applicable (unless appointed to the Company's Board of Directors. Offices exercised in 74Software's subsidiaries do not give rise to compensation).
Other benefits in kind	Not applicable
Severance pay/indemnities for a change in duties	The maximum amount of these indemnities is one year's fixed and variable salary. The payment of this severance pay is 50% dependent on 74Software organic growth and 50% dependent on 74Software profit from operations. These severance payments are only due in the event of the Chief Executive Officer's forced departure from the Company. No severance payments shall be due if (i) the Chief Executive Officer leaves his position at his own initiative, or (ii) in the event of gross negligence or serious misconduct, or (iii) in the event of a wrongful act which is unrelated to his position, or (iv) in the event of the Chief Executive Officer's departure to the Sopra Steria Group.
Non-compete indemnities	Not applicable
Supplementary pension plan	Not applicable

## Fixed compensation

Each year, the Board of Directors decides the compensation of the Chief Executive Officer, based on the recommendations of the Compensation Committee.

Gross fixed annual compensation for the fiscal year ending 31 December 2026 would be US\$800,000. Unchanged since 2023, it was decided to align the Chief Executive Officer's compensation with current practice in comparable listed companies (similar size, capitalisation, geographic positioning) based on a benchmark study conducted by Willis Towers Watson.

## Variable compensation

Each year, the Board of Directors decides the variable compensation of the Chief Executive Officer, based on the recommendations of the Compensation Committee.

Variable compensation seeks to align the Chief Executive Officer's compensation with 74Software's annual performance and promote the implementation of its strategy.

Gross variable compensation for the fiscal year ending 31 December 2026, if objectives are attained, would be US\$800,000. Unchanged since 2023, it was decided to align the Chief Executive Officer's compensation with current practice in comparable listed companies (similar size, capitalisation, geographic positioning) based on a benchmark study conducted by Willis Towers Watson.

The performance criteria are 65% quantitative and 35% qualitative.

In exceptional circumstances (e.g. an exogenous shock), the Board of Directors may derogate from application of the compensation policy if this derogation is temporary, in the Company's interest and necessary to ensure the long-term success and viability of the Company. This derogation could be applied if 74Software's results require the suspension of the normal application of the variable compensation system for Executive Committee members. The Compensation Committee would therefore examine the Chief Executive Officer's position and could propose to the Board of Director to derogate from the compensation policy by deciding an increase in the variable compensation calculation. This possibility would be contingent on a two-thirds majority vote by the Board of Directors. It is recalled that this derogation would be subject to the ex-post approval of shareholders at the next General Meeting.

### **Stock options, performance shares or any other long-term compensation**

It is proposed that the Chief Executive Officer benefit from the incentive schemes set up by 74Software, regardless of the incentive vehicle used. Hence, the schemes may be performance share plans, free share plans or any other vehicle designed to build management loyalty in the medium and long term. This compensation is in the Company's interest and contributes to its commercial strategy and long-term success.

The decision to grant stock options and/or free shares to the Chief Executive Officer will be decided within the limits set by the authorisation granted by the General Meeting and the conditions set by prevailing legal provisions and the Middennext Code to which the Company refers.

The Chief Executive Officer cannot be granted stock options or free shares at the time of his departure.

Share-based compensation contributes to aligning the interests of the Chief Executive Officer with those of shareholders and providing a long-term perspective.

In the event of the appointment of a new Chief Executive Officer or a new Deputy Chief Executive Officer, the Board of Directors will determine his/her/their compensation, at the recommendation of the Compensation Committee, in accordance with the compensation policy detailed above.

The payment of variable compensation granted to the Chief Executive Officer is subject to approval by the Ordinary General Meeting of the compensation components paid to the Chief Executive Officer during the previous fiscal year or awarded in respect of this same fiscal year (ex-post vote).

## **c. Compensation policy of the Deputy Chief Executive Officer**

The compensation of the Deputy Chief Executive Officer is determined by the Board of Directors, based on the recommendations of the Compensation Committee.

### **Fixed compensation**

Each year, the Board of Directors decides the compensation of the Deputy Chief Executive Officer, based on the recommendations of the Compensation Committee.

Gross fixed annual compensation for the fiscal year ending 31 December 2026 would be €500,000.

### **Variable compensation**

Each year, the Board of Directors decides the variable compensation of the Deputy Chief Executive Officer, based on the recommendations of the Compensation Committee.

Variable compensation seeks to align the Deputy Chief Executive Officer's compensation with 74Software's annual performance and promote the implementation of its strategy.

Gross variable compensation for the fiscal year ending 31 December 2026, if objectives are attained, would be €375,000.

The performance criteria are 65% quantitative and 35% qualitative.

In exceptional circumstances (e.g. an exogenous shock), the Board of Directors may derogate from application of the compensation policy if this derogation is temporary, in the Company's interest and necessary to ensure the long-term success and viability of the Company. This derogation could be applied if 74Software's results require the suspension of the normal application of the variable compensation system for Executive Committee members. The Compensation Committee would therefore examine the Deputy Chief Executive Officer's position and could propose to the Board of Director to derogate from the compensation policy by deciding an increase in the variable compensation calculation. This possibility would be contingent on a two-thirds majority vote by the Board of Directors. It is recalled that this derogation would be subject to the ex-post approval of shareholders at the next General Meeting.

### **Stock options, performance shares or any other long-term compensation**

It is proposed that the Deputy Chief Executive Officer benefit from the incentive schemes set up by 74Software, regardless of the incentive vehicle used. Hence, the schemes may be performance share plans, free share plans or any other vehicle designed to build management loyalty in the medium and long term. This compensation is in the Company's interest and contributes to its commercial strategy and long-term success.

The decision to grant stock options and/or free shares to the Deputy Chief Executive Officer will be decided within the limits set by the authorisation granted by the General Meeting and the conditions set by prevailing legal provisions and the Middennext Code to which the Company refers.

## Compensation policy

The Deputy Chief Executive Officer cannot be granted stock options or free shares at the time of his departure.

Share-based compensation contributes to aligning the interests of the Deputy Chief Executive Officer with those of shareholders and providing a long-term perspective.

In the event of the appointment of a new Deputy Chief Executive Officer, the Board of Directors will determine his/her compensation,

at the recommendation of the Compensation Committee, in accordance with the compensation policy detailed above.

The payment of variable compensation granted to the Deputy Chief Executive Officer is subject to approval by the Ordinary General Meeting of the compensation components paid to the Deputy Chief Executive Officer during the previous fiscal year or awarded in respect of this same fiscal year (ex-post vote).

## Fiscal year 2026 and beyond

Compensation components	Comment
Annual fixed compensation	Determined by the Board of Directors at the recommendation of the Compensation Committee (based, notably, on responsibilities exercised, experience, external and internal comparisons).
Annual variable compensation	<p>Amount: 75% of 2026 fixed compensation if objectives are attained and up to 131% of fixed compensation in the event of notable outperformance. It is conditional on the attainment of:</p> <ul style="list-style-type: none"> <li>■ quantitative criteria: <ul style="list-style-type: none"> <li>- 15% based on a combination of 74Software's organic growth and operating profitability. This percentage may be increased to 30% in the event of notable outperformance,</li> <li>- 50% based on a combination of SBS's organic growth and brand contribution. This percentage may be increased to 85% in the event of notable outperformance;</li> </ul> </li> <li>■ strategic qualitative criteria: <ul style="list-style-type: none"> <li>- 25% based on 74Software's strategy and governance. This percentage may be increased to 50% in the event of notable outperformance;</li> </ul> </li> <li>■ non-financial qualitative criteria: <ul style="list-style-type: none"> <li>- 5% based on the SBS employee engagement indicator,</li> <li>- 5% based on a 74Software ESG (Environmental, Social and Governance) performance indicator.</li> </ul> </li> </ul> <p>Precise 2026 objectives were set by the Board of Directors for these criteria but attainment levels are not published for confidentiality reasons.</p> <p>The attainment of the quantitative and qualitative criteria is examined by the Board of Directors' meeting adopting the financial statements for the previous fiscal year, at the recommendation of the Compensation Committee.</p>
Deferred variable compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferral period, ability to request repayment of variable compensation	Not applicable
Exceptional compensation	<p>Applicable, at the decision of the Board of Directors, in the event of very specific circumstances (separation-IPO of a subsidiary, merger, etc.).</p> <p>Payment conditional on approval by Ordinary General Meeting and, in all events, capped at 100% of annual fixed compensation.</p>
Stock options, performance shares or any other long-term compensation	<p>Eligible for long-term incentive plans implemented for 74Software management.</p> <p>These plans include a condition of presence throughout the duration of the plan and demanding performance conditions.</p> <p>Vesting period of three years. No guaranteed minimum.</p> <p>Obligation to hold 30% of shares vested under the plan throughout the term of office.</p> <p>The overall performance at the end of the plan shall be assessed on the basis of the average level of achievement of the applicable Performance Conditions over the Acquisition Period with a Cap of 100% of the share rights granted.</p>
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	<p>Not applicable (unless appointed to the Company's Board of Directors).</p> <p>Offices exercised in 74Software's subsidiaries do not give rise to compensation.</p>
Other benefits in kind	Company car
Severance pay/indemnities for a change in duties	Not applicable
Non-compete indemnities	Not applicable
Supplementary pension plan	Not applicable



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## Explanatory statement and proposed resolutions

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# Explanatory statement and proposed resolutions

Dear Shareholders,

We have convened a Combined General Meeting on 19 May 2026 to present the consolidated and parent company financial statements for the fiscal year ended 31 December 2025, and to submit a certain number of resolutions for your approval, the content of which is presented below.

As part of the approval of the consolidated and parent company financial statements for the fiscal year ended 31 December 2025, we present the annual management report, included in the Universal Registration Document filed with the AMF.

This Board of Directors' report seeks to explain the contents of the resolutions submitted for your approval, and indicate the vote recommended by the Company's Board of Directors.

## Resolutions presented for the approval of the Ordinary General Meeting

### a) Approval of the accounts proposed by the Board of Directors (1<sup>st</sup> to 3<sup>rd</sup> resolutions)

#### EXPLANATORY STATEMENT

In light of the Statutory Auditors' reports and the Board of Directors' management report, shareholders are asked to:

- approve the annual financial statements for the fiscal year ended 31 December 2025, showing a profit of €31,172,188 and approve the transactions reflected in these financial statements or summarised in these reports (1<sup>st</sup> resolution);
- approve the consolidated financial statements for the fiscal year ended 31 December 2025, showing a consolidated net profit, Group share, of €40,750,921 and the transactions reflected in these financial statements and/or summarised in these reports (2<sup>nd</sup> resolution); and
- approve the appropriation of earnings (3<sup>rd</sup> resolution).

**It is recalled that Article 37 of the Articles of Association sets out the following rules for the appropriation and distribution of earnings:**

The income statement summarises the income and expenses for the fiscal year and, after deductions for amortisation, depreciation and provisions, shows the profit for the year. Any prior losses are deducted from the profit for the year, along with at least five per cent for allocation to the legal reserve. This allocation ceases to be mandatory when the legal reserve represents one-tenth of the share capital.

Profit available for distribution comprises the profit for the year less any losses carried forward and amounts allocated to reserves, pursuant to the law and the Articles of Association, plus retained earnings. The General Meeting may deduct from this profit all amounts that it deems appropriate for allocation to all discretionary, ordinary or extraordinary reserves, or to retained earnings.

The balance, if any, is apportioned by the General Meeting between all shareholders in proportion to the number of shares held.

Furthermore, the General Meeting may resolve to distribute sums deducted from available reserves, by expressly indicating the reserves from which the deductions are to be made. However, dividends are first deducted from the profit for the year.

Except in the event of a share capital reduction, no distribution may be carried out to shareholders where shareholders' equity is, or would subsequently be, less than the minimum amount of share capital plus reserves not enabling a distribution, pursuant to the law or the Articles of Association. Revaluation surpluses may not be distributed. Some or all of them may be incorporated into the capital.

Any losses shall, following approval of the financial statements by the General Meeting, be carried forward to be set against earnings in subsequent fiscal years, until fully used up.

#### First resolution

##### Approval of the annual financial statements for the year ended 31 December 2025 – Approval of non-tax-deductible expenses and charges

The General Meeting, after reviewing the Board of Directors' and Statutory Auditors' reports for the year ended 31 December 2025, approves the annual financial statements as presented at this date showing a net profit of €31,172,188.

The General Meeting specifically approves the overall amount of €32,850 for expenses and charges referred to in Section 4 Article 39 of the French General Tax Code, as well as the corresponding tax of €8,213.

#### Second resolution

##### Approval of the consolidated financial statements for the year ended 31 December 2025

The General Meeting, after reviewing the Board of Directors' and Statutory Auditors' reports on the consolidated financial statements for the year ended 31 December 2025, approves these consolidated financial statements as presented showing a net profit (Group share) of €40,750,921.

### Third resolution

#### Appropriation of earnings for the year

The General Meeting, at the proposal of the Board of Directors, decides to allocate the net profit for the year of €31,172,188 to retained earnings in the amount of €27,572,358 bringing this reserve to nil and to discretionary reserves for the remaining amount of €3,599,829.

Pursuant to the provisions of Article 243 bis of the French General Tax Code, the General Meeting notes that it was reminded of the following dividend and revenue distributions for the past three fiscal years:

For the fiscal year	Income eligible for a tax deduction		Income not eligible for a tax deduction
	Dividends	Other distributed revenue	
2023	— <sup>(1)</sup>	—	—
2024	—	—	—
2025	—	—	—

(1) A dividend was not distributed in respect of fiscal year 2023 due to the debt subscribed for the acquisition of SBS.

### b) Company officer compensation (4<sup>th</sup> to 12<sup>th</sup> resolutions)

#### EXPLANATORY STATEMENT

In the 4<sup>th</sup> resolution, the General Meeting will be asked to increase the fixed annual amount to be allocated to directors, including the Board observer, to €500,000 for the current fiscal year and until a new decision is made.

In addition, the General Meeting will be asked to approve the compensation policy for all company officers (5<sup>th</sup> to 8<sup>th</sup> resolutions). Shareholders are asked to refer to Chapter 4, Section 4.4.2 of the Universal Registration Document ("Compensation policy") to review this information.

The General Meeting will also be asked to approve 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 all company officers (9<sup>th</sup> to 12<sup>th</sup> resolutions). Shareholders are asked to refer to Chapter 4, Section 4.4.1 of the Universal Registration Document to review this information.

#### Fourth resolution

##### Fixed annual sum to be allocated to members of the Board of Directors, including the Board observer(s)

The General Meeting decides to maintain the fixed annual sum to be allocated to the Board of Directors, including the Board observer, at €500,000.

This decision was applicable to the previous fiscal year and will be upheld until a new decision is made.

#### Fifth resolution

##### Approval of the compensation policy for the Chairman of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.2.3 a).

#### Sixth resolution

##### Approval of the compensation policy for the Chief Executive Officer

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.2.3.b).

#### Seventh resolution

##### Approval of the compensation policy for the Deputy Chief Executive Officer

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Deputy Chief Executive Officer disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.2.3 c).

**Eighth resolution****Approval of the compensation policy for members of the Board of Directors, including the Board observer(s)**

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for members of the Board of Directors, including the Board observer, disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.2.2.

**Ninth resolution****Approval of the information set out in Section I of Article L. 22-10-9 of the French Commercial Code**

The General Meeting, acting pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information set out in Section I of Article L. 22-10-9 of the French Commercial Code disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in paragraph 4.4.1.

**Tenth resolution****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**

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves 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, disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.1.2.

**Eleventh resolution****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**

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves 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, disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.1.3.

**Twelfth resolution****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 Eric Bierry, Deputy Chief Executive Officer<sup>(1)</sup>**

The General Meeting, acting pursuant to Article L. 22-10-34 II of the French Commercial Code, approves 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 Eric Bierry, Deputy Chief Executive Officer, disclosed in the Report on corporate governance presented in the 2025 Universal Registration Document in Section 4.4.1.4.

**c) Renewal of the terms of office of directors (13<sup>th</sup> to 15<sup>th</sup> resolutions)****EXPLANATORY STATEMENT**

The Board reminds shareholders that the terms of office of Marie-Hélène Rigal, Yann Metz-Pasquier and Pierre-Yves Commanay expire at the end of the next General Meeting. The Board asks shareholders to approve their reappointment as a director based on (i) their profile and expertise, which are beneficial to the development of the Group and (ii) the work they have already accomplished, for a term of four years until the end of the Ordinary General Meeting held in 2030 and called to approve the financial statements for the previous fiscal year. They have demonstrated great commitment to the work of the Board of Directors as well as that of the various Committees and have expertise useful to the activities of the Board.

**Thirteenth resolution****Reappointment of Marie-Hélène Rigal as a director**

The General Meeting decides to reappoint Marie-Hélène Rigal as a director for a term of four years, expiring at the end of the General Meeting held in 2030 and called to approve the financial statements for the previous fiscal year.

<sup>(1)</sup> The fixed, variable and exceptional components of compensation awarded in respect of the past fiscal year to the Chairman of the Board, the Chief Executive Officer and the Deputy Chief Executive Officers, may only be paid after approval by the General Meeting of the resolution.

**Fourteenth resolution****Reappointment of Yann Metz-Pasquier as a director**

The General Meeting decides to reappoint Yann Metz-Pasquier as a director for a term of four years, expiring at the end of the General Meeting held in 2030 and called to approve the financial statements for the previous fiscal year.

**Fifteenth resolution****Reappointment of Pierre-Yves Commanay as a director**

The General Meeting decides to reappoint Pierre-Yves Commanay as a director for a term of four years, expiring at the end of the General Meeting held in 2030 and called to approve the financial statements for the previous fiscal year.

**d) Share buyback programme (16<sup>th</sup> resolution)****EXPLANATORY STATEMENT**

During the last General Meeting, the Board of Directors was authorised to implement a share buyback programme for the Company's shares. As this authorisation will soon expire, shareholders are asked to renew it for a further period of 18 months (i.e. until 18 November 2027 inclusive), to enable the Board to again purchase shares in the Company, on one or more occasions and at the times it determines (except during a public tender offer period).

These buybacks may be carried out on and/or off market, on a multilateral trading system, with a systematic internaliser or over the counter, in particular by means of acquisition or disposal of share blocks, or the use of derivatives. We would recall that in any event, share purchases carried out in this manner must not result in the Company holding more than 10% of the shares making up the Company's share capital on the date such purchases are made.

Share buybacks may be performed for the following objectives, without this list being exhaustive:

- enabling secondary market making or ensuring the liquidity of 74Software shares. To this end and pursuant to the delegation granted until now to the Board, a market-making agreement was signed by the Company with Kepler Cheuvreux until 31 December 2025 and with Oddo from 1 January 2026;
- retaining shares that are bought back for subsequent exchange or use as consideration in acquisitions;
- providing coverage, as was the case this year, of free share grant plans (or similar plans) for employees and/or company officers of the Group. A record of all statements of share buyback transactions can be consulted on our investor website at [www.74software.com/investor-relations/regulated-information](http://www.74software.com/investor-relations/regulated-information);
- cancelling any shares purchased, pursuant to the authorisation granted or to be granted by the Combined General Meeting.

These buybacks may be performed for all objectives listed in the 19<sup>th</sup> resolution presented to this General Meeting and, more broadly, any other objective which is authorised or will be authorised by the regulations in force.

The maximum share buyback price in connection with the share buyback programme would be set at €60 per share, excluding acquisition costs, representing a maximum total amount of €178,477,164 that the Company may devote to share purchases (excluding acquisition costs).

**Sixteenth resolution****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**

The General Meeting, after reviewing the Board of Directors' report, authorises the latter for a period of eighteen months, with the power to sub-delegate, pursuant to Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, to buy back the Company's shares on one or more occasions, and at the times it determines, up to a maximum number of shares representing no more than 10% of the number of shares making up the share capital at the date of this General Meeting, where applicable, adjusted to take into account potential share capital increase or decrease transactions which might take place during the term of the programme.

This authorisation supersedes the authorisation granted to the Board of Directors by the General Meeting of 20 May 2025 in its twenty-fourth ordinary resolution.

The acquisitions may be performed with a view to:

- enabling secondary market making or ensuring the liquidity of 74Software shares through an investment services provider via a market-making agreement that complies with regulations, it being noted that the number of shares used to calculate the aforementioned limit is equal to the number of shares bought back, less the number of shares sold;
- retaining shares that are bought back for subsequent exchange or use as consideration in mergers, demergers, contributions or acquisitions;
- providing coverage of share purchase option plans and/or free share plans (or similar plans) for employees and/or company officers of the Group, including affiliated economic interest groups and companies as well as granting shares through a group or company savings plan (or similar plan), Company profit-sharing and/or all forms of assigning shares to employees and/or company officers of the Group, including affiliated economic interest groups and companies;

## Explanatory statement and proposed resolutions

- providing coverage of securities conferring entitlement to the grant of shares in the Company in view of regulations in force;
- cancelling any shares purchased, pursuant to the authorisation granted or to be granted by the Extraordinary General Meeting;
- (where applicable) in general, implementing any market practice authorised in the future by the AMF and, more broadly, performing any transaction in accordance with prevailing regulations, [it being noted that in such an event, the Company shall issue a communication to shareholders informing them thereof].

The share buybacks can take place via any means, including the acquisition of blocks of shares, and at the times the Board of Directors determines.

Unless previously authorised by the General Meeting, the Board of Directors may not use these delegated powers during a public tender offer by a third party for the Company's shares, up to the end of the tender period.

The Company reserves the right to use optional mechanisms or derivatives in line with applicable regulations.

The maximum purchase price is set at €60 per share, excluding acquisition costs. In the event of a share capital transaction, particularly the split or reverse split of shares or the allocation of bonus shares to shareholders, the amount indicated above will be adjusted in the same proportion (multiplying coefficient equal to the ratio between the number of shares making up the share capital before the transaction and the number of shares after the transaction).

The maximum transaction amount is set at €178,477,140, excluding acquisition costs.

The General Meeting grants full powers to the Board of Directors, with the power to sub-delegate, to perform these transactions, to decide upon the terms and conditions, to enter into all agreements and to complete all the required formalities.

## Resolutions presented for the approval of the Extraordinary General Meeting

### a) Resolution amending the Articles of Association (17<sup>th</sup> resolution)

#### EXPLANATORY STATEMENT

The proposed amendment to the Articles of Association to enable the appointment of directors representing employees is part of a participatory governance approach to strengthen social dialog and take employee interests into account in strategic decisions, while complying with legal requirements for employee representation in management bodies.

#### Seventeenth resolution

##### Amendment to Article 14 of the Articles of Association – “Powers of the Board of Directors”, to supplement and include procedures for appointing directors representing employees

The General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings and having reviewed the Board of Directors' report, decides:

- to amend Article 14 of the Articles of Association concerning the Board of Directors in accordance with the provisions of Articles L. 225-27-1 of the French Commercial Code, to supplement and include procedures for appointing directors representing employees;
- to amend Article 14 of the Articles of Association as follows, with the new provisions in bold:

Former wording	New wording
The Company is managed by a Board of Directors comprising a minimum of three and a maximum of eighteen members, subject to the derogation provided by law in the event of a merger.	The Company is managed by a Board of Directors comprising a minimum of three and a maximum of eighteen members, subject to the derogation provided by law in the event of a merger. <b>Directors representing employees shall not be taken into account in determining the minimum and maximum number of directors.</b> <b>The Company is managed by a Board of Directors comprising directors elected by the General Meeting (14-1 below) and, where applicable, one or more directors representing employees of the Company (14-2 below).</b>

Former wording	New wording
<p>During the life of the Company, directors are appointed, reappointed or dismissed by the Ordinary General Meeting. They are all eligible for re-election.</p> <p>Directors are appointed for a term of four years, expiring at the end of the Ordinary General Meeting called to approve the financial statements for the previous fiscal year, held in the year in which the term of office expires. By way of exception, the General Meeting may decide that a director's first term of office shall have a shorter duration of 1 year, 2 years or 3 years so as to align the term of office with that of other directors in office at the time of their appointment.</p> <p>An individual shall not be appointed a director if, having exceeded the age of eighty-five years, their appointment brings the number of directors above that age to more than one third of the members of the Board. Where this limit is exceeded, the oldest director shall be deemed to have resigned.</p> <p>Directors may be private individuals or legal entities. In this case, the legal entity, when appointed, shall designate a permanent representative, who shall be subject to the same conditions and obligations and incur the same responsibilities as if they were a director in their own name, without prejudice to the joint and several liability of the legal entity they represent. If the legal entity dismisses its permanent representative, it shall notify the Company in a timely manner by registered letter of this dismissal and the identity of its new permanent representative. The same shall apply in the event of the death, resignation or prolonged incapacity of the permanent representative.</p> <p>In the event one or more director seats become vacant, the Board of Directors may, between two General Meetings, make provisional appointments under the conditions provided for in Article L. 225-24 of the French Commercial Code. The director appointed to replace another director shall hold office for the remainder of the term of office of their predecessor.</p> <p>Where the number of directors falls below the legal minimum, the remaining directors must immediately convene an Ordinary General Meeting to restore the Board membership.</p> <p>An employee of the Company may only be appointed a director if their employment contract corresponds to an actual employment. The number of directors bound to the Company by an employment contract may not exceed one third of the directors in office.</p>	<p><b>1. Directors appointed by the General Meeting</b></p> <p>During the life of the Company, directors are appointed, reappointed or dismissed by the Ordinary General Meeting. They are all eligible for re-election.</p> <p>Directors are appointed for a term of four years, expiring at the end of the Ordinary General Meeting called to approve the financial statements for the previous fiscal year, held in the year in which the term of office expires. By way of exception, the General Meeting may decide that a director's first term of office shall have a shorter duration of 1 year, 2 years or 3 years so as to align the term of office with that of other directors in office at the time of their appointment.</p> <p>An individual shall not be appointed a director if, having exceeded the age of eighty-five years, their appointment brings the number of directors above that age to more than one third of the members of the Board. Where this limit is exceeded, the oldest director shall be deemed to have resigned.</p> <p>Directors may be private individuals or legal entities. In this case, the legal entity, when appointed, shall designate a permanent representative, who shall be subject to the same conditions and obligations and incur the same responsibilities as if they were a director in their own name, without prejudice to the joint and several liability of the legal entity they represent. If the legal entity dismisses its permanent representative, it shall notify the Company in a timely manner by registered letter of this dismissal and the identity of its new permanent representative. The same shall apply in the event of the death, resignation or prolonged incapacity of the permanent representative.</p> <p>In the event one or more director seats become vacant, the Board of Directors may, between two General Meetings, make provisional appointments under the conditions provided for in Article L. 225-24 of the French Commercial Code. The director appointed to replace another director shall hold office for the remainder of the term of office of their predecessor.</p> <p>Where the number of directors falls below the legal minimum, the remaining directors must immediately convene an Ordinary General Meeting to restore the Board membership.</p> <p><b>2. Special provisions applicable to directors representing employees</b></p> <p><b>2.a. General principles</b></p> <p><b>If the Company meets the application conditions for Article L. 225-27-1 of the French Commercial Code and cannot avail itself of the exemptions provided for in the same text, the Board of Directors shall include one (1) or two (2) directors representing employees.</b></p> <p><b>Where the number of directors appointed by the General Meeting is less than or equal to eight, the Board of Directors shall include one (1) director representing employees. This number shall be increased to two (2) directors where the number of directors appointed by the General Meeting exceeds eight. Where applicable, the appointment of the second director representing employees shall take place within six months of the appointment or ratification of the co-optation by the General Meeting of the new director.</b></p>

Former wording	New wording
	<p>A decrease in the number of directors appointed by the General Meeting to eight or less shall not affect the terms of office of directors representing employees on the Board of Directors, which shall end on expiry of their normal term.</p> <p>The number of members of the Board to be taken into account in determining the number of directors representing employees is assessed at the date of appointment of the directors representing employees to the Board. It does not include members appointed pursuant to Section I of Article L. 225-27-1 of the French Commercial Code</p> <p>Director(s) representing employees shall not be taken into account in determining the minimum and maximum number of directors appointed by the General Meeting.</p> <p><b>2.b Appointment procedures</b></p> <p>Director(s) representing employees on the Board of Directors of the Company are appointed, in accordance with the provisions of Article L. 225-27-1, III, 2° of the French Commercial Code, by the Company's Social and Economic Committee.</p> <p>When two directors representing employees are to be appointed, the Social and Economic Committee shall appoint a man and a woman.</p> <p>The director representing employees shall be appointed for a period of four (4) years expiring at the end of the General Meeting of Shareholders approving the financial statements for the previous fiscal year held in the year in which the term of office expires.</p> <p>The director representing employees shall take office on the date of their appointment.</p> <p>The term of office of the director representing employees shall end early under the conditions provided for by law and this Article, and in particular in the event of termination of their employment contract. In particular, if the conditions for the application of Article L. 225-27-1 of the French Commercial Code are no longer met or if the Company can avail itself of the exemptions provided for in this Article, the term of office of the director(s) concerned shall end at the end of the meeting at which the Board of Directors notes the Company's exit from the scope of Article L. 225-27-1 or the application of the exemptions provided for in the same Article.</p> <p>In the event the director representing employees' seat is vacant for any reason whatsoever, the vacant seat shall be filled under the conditions set out in Article L. 225-34 of the French Commercial Code.</p> <p>It is specified, where necessary, that failure by the body designated in these Articles of Association to appoint a director representing employees, in application of the law and this Article, does not impact the validity of the deliberations of the Board of Directors.</p> <p>Subject to the provisions of this Article and the law, directors representing employees have the same status, powers and responsibilities as directors appointed by the General Meeting.</p>

## Resolutions presented for the approval of the Ordinary General Meeting

### a) Powers to perform legal formalities (18<sup>th</sup> resolution)

#### EXPLANATORY STATEMENT

Finally, shareholders are asked to confer full powers on the bearer of an original, a copy or an extract from the minutes of the General Meeting of 19 May 2026 for the purposes of carrying out all legal or administrative formalities consecutive to this General Meeting. The Board considers that the resolutions presented for your approval are consistent with the interests of the Company and contribute to the development of its business.

#### Eighteenth resolution

##### Powers to perform legal formalities

The General Meeting grants full powers to the holder of an original, copy or excerpt of these minutes to perform all legal filing and posting formalities.

### b) Appointment of two new directors (19<sup>th</sup> and 20<sup>th</sup> resolutions)

#### EXPLANATORY STATEMENT

The enterprise software sector is undergoing a structural overhaul, characterised by accelerated consolidation among market participants, the integration of artificial intelligence into critical architectures, pressure on traditional business models and increased cybersecurity and data sovereignty requirements. In this context, the Board considers it necessary to adapt its governance to gain a deeper understanding of these transformations and their implications for the Group. Shareholders are therefore asked to vote on the appointment of Patrick Donovan and Eva Rudin as directors.

The appointment of Patrick Donovan would bring in-depth knowledge of the Group to the Board's work, acquired through his contribution to transforming the business model (in particular the shift to recurring revenue) and the creation of the new combined entity following the acquisition of the SBS group (formerly Sopra Banking Software). His experience would help inform decisions relating to capital allocation, external growth and monitoring strategic execution.

The appointment of Eva Rudin would complement this by adding operational experience in international groups and an independent perspective. Her career, notably through projects such as the integration of Gemalto into Thales and the steering of transformations towards SaaS and cybersecurity over scopes representing several billion euros, would provide the Board with skills directly related to current technological and organisational challenges.

The complementarity of these profiles would strengthen the Board's ability to fulfil its strategic guidance and oversight duties, in light of market developments and the Group's priorities.

These two appointments would increase the Board's membership to twelve, including five independent directors, representing 42% of its composition, above the threshold required by the Middenext Code, and would contribute to enhancing female representation. It is further specified that there is no intention to appoint Patrick Donovan to sit on any specialised committees, to preserve the independence of these bodies. As the duties of Chairman of the Board and Chief Executive Officer remain separate, the Board considers that these changes would contribute to strengthening the Company's governance framework.

#### Nineteenth resolution

##### Appointment of Eva RUDIN as a director

The General Meeting decides to appoint Eva Rudin as a director for a term of two years expiring at the end of the General Meeting held in 2028 and called to approve the financial statements for the previous fiscal year.

#### Twentieth resolution

##### Appointment of Patrick DONOVAN as a director

The General Meeting decides to appoint Patrick Donovan as a director for a term of four years expiring at the end of the General Meeting held in 2030 and called to approve the financial statements for the previous fiscal year.

The Board of Directors

## Notes

A series of horizontal dotted lines for taking notes.

# Request for documents and information

In accordance with Article R. 225-88 of the French Commercial Code, as from the date the General Meeting is called and up to and including the fifth day before the meeting, any shareholder (holding registered shares or able to prove ownership of bearer shares) may ask the Company, using the form below, to send the documents and information referred to in Articles R. 225-81 and R. 225-83 of the said Commercial Code.

## FORM TO SEND

### By post or

74Software  
Chloé Chouard  
Tour Trinity  
1 Bis Place de La Défense  
92400 Courbevoie France

### By e-mail

[assembleegenerale@74software.com](mailto:assembleegenerale@74software.com)

I the undersigned (*all fields must be completed*)

Mrs  Ms  Mr (*check the box*)

First name: .....

Last name: .....

No.: ..... Street: .....

Postal code: ..... City: .....

Country: .....

As the owner<sup>(1)</sup> of: ..... 74Software shares, I request that the documents and information referred to in Articles R. 225-81 and 83 of the French Commercial Code concerning the Combined General Meeting of 20 May 2025, with the exception of the documents appended to the postal vote/proxy form, be sent to the following address.

My e-mail address is (*please use block capitals*)

..... @ .....

registered form  bearer form

Signed in: ..... Date: ..... 2026  
Signature

**Shareholders holding registered shares may obtain the documents referred to above for each subsequent shareholders' meeting by sending a simple request by letter to the Company.**

<sup>(1)</sup> Attach proof of ownership of 74Software shares.





Documents approved pursuant to Article R. 225-81 of the French Commercial Code  
The French and English versions of this notice of meeting are available on the following website  
**[www.74software.com/investor-relations/general-assembly](http://www.74software.com/investor-relations/general-assembly)**

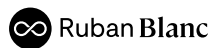


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**74Software**

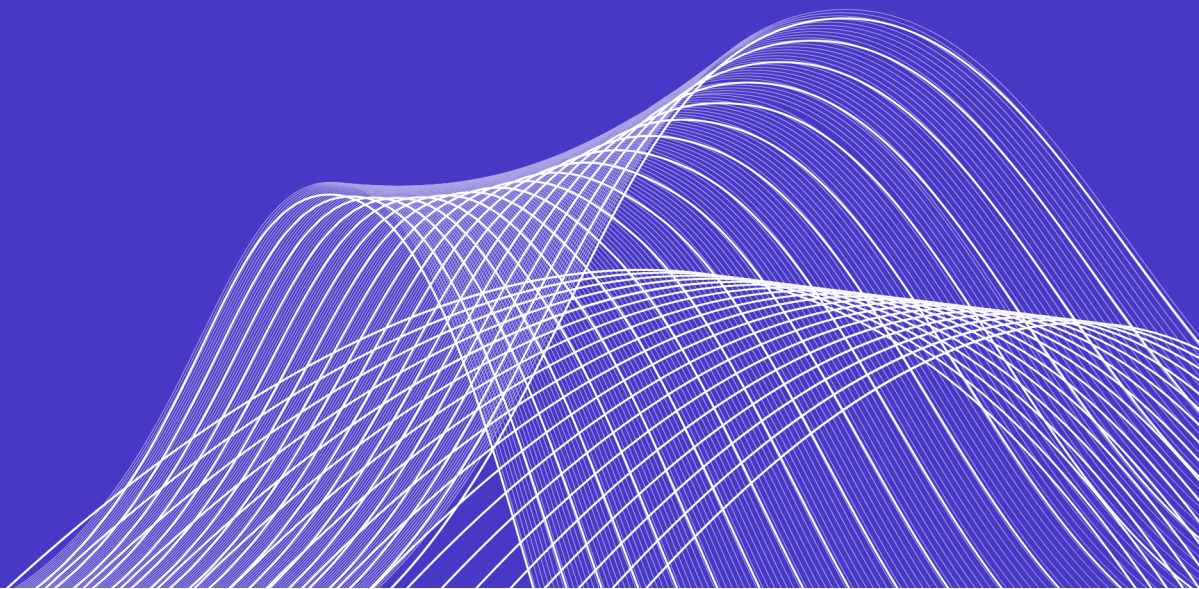
*Société Anonyme* with a share capital of €59,492,388  
Registered office: PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy France  
433 977 980 R.C.S. Annecy France

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## Mission-Critical Software for a Data-Driven World

74Software is home for leading brands with mission-critical enterprise applications and infrastructure software serving a growing range of markets and geographies – each with their own identities and value propositions.

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### FRANCE

Tour Trinity  
1 bis Place de La Défense  
92400 Courbevoie – France  
Tel. +33 (0) 1.47.17.24.24

### USA

16220 N Scottsdale Road,  
Suite 500  
Scottsdale, AZ 85254  
Tel. +1.480.627.1800

 [WWW.74SOFTWARE.COM](http://WWW.74SOFTWARE.COM)