



Notice of meeting 2025

COMBINED GENERAL MEETING 2025

TUESDAY 20 MAY 2025 AT 2:30 PM 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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74Software Investors website:
**[www.74software.com/investor-relations/
general-assembly](http://www.74software.com/investor-relations/general-assembly)**

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

Notice of meeting 2025

COMBINED GENERAL MEETING

Tuesday, 20 May 2025 at 2.30 p.m. UTC+2

Ladies and Gentlemen,

The shareholders are cordially invited to the Combined General Meeting on Tuesday, 20 May 2025 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, 11 April 2025, under n° 43.

The Notice of meeting will be published on Friday, 2 May 2025 in the French Official Bulletin of Legal Notices (BALO) and the newspaper "L'Eco Savoie Mont-Blanc".



Shareholders are asked to consult the 2025 Shareholders' Meeting section of the Company's website: 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

“With 74Software,
we are giving rise to a new
major player in enterprise
software—one defined
by ambition, excellence,
and passion.”

With 74Software, we are shaping a new European leader in enterprise software—stronger, more agile, and resolutely focused on the future. In a world where artificial intelligence, cloud computing, and digital platforms consistently reshape the way we work and interact, our objective is clear: to seamlessly combine innovation and performance, empowering the world’s leading organizations in their transformation.

The acquisition of SBS by Axway marked a pivotal milestone, embodying our momentum of growth and consolidation. This transaction creates value for all stakeholders involved. Axway reaches a new dimension, equipping itself with the means to achieve its ambitions. SBS gains fresh momentum within a pure-play enterprise software group. Sopra Steria, in turn, strengthens its positioning by refocusing on its core strategic businesses. More than an evolution, this is a transformation—one that opens up new opportunities and defines a clear trajectory for the companies’ future.

The next phase of expansion will be built upon strong foundations, rooted in the shared values and expertise of Axway and SBS. 74Software’s strategic roadmap is guided by a long-term vision, structured around key objectives: accelerating growth, strengthening profitability, maintaining rigorous cash management, managing debt responsibly, and creating sustainable value for all stakeholders. To drive this ambition forward, Patrick Donovan took leadership of the combined entity, supported by Eric Bierry as his deputy. Together with their teams, they are fully committed to executing this roadmap with precision and determination.

Yet beyond structures and figures, this is first and foremost a human adventure. The success of 74Software is driven by the commitment and expertise of its companies’ people. Attracting, developing, and retaining the best talent is an absolute priority, alongside reinforcing our organization to support its growth. Strengthening our central structure and expanding key support functions will play a crucial role in optimizing efficiency and fostering innovation. At every level, the Board of Directors and Sopra GMT will play a central role in this transformation, ensuring strong governance and providing strategic direction to guide the group and its businesses.

With this energy and ambition, we enter 2025 with confidence, convinced that our vision, dedication, and ability to innovate will establish 74Software as a key player in the enterprise software landscape. It will be an important year, focused on consolidating our model and harmonizing programs to ensure optimal synergy and momentum across the organization. With 74Software, we are giving rise to a new major player in enterprise software—one defined by ambition, excellence, and passion.

Pierre Pasquier

2024 has been a transformative year for our Group, marked by strategic milestones and significant advancements. The acquisition of most of SBS’s activities by Axway has significantly bolstered our position in the enterprise software sector and expanded our expertise into banking applications. This move, which more than doubled the Group’s size, was financed through a successfully oversubscribed capital increase and new bank funds, underscoring the confidence of our ecosystem—new investors, financial partners, and historical shareholders—in our new project.

Last year, I promised that 2024 would be a new chapter in the company’s history, and it hasn’t disappointed. But this is just the beginning. The strategic alliance between Axway and SBS, leading to the creation of 74Software in early December, marks a new era for our Group. 74Software stands as a diversified global portfolio company with robust components, strong leadership, and solid market positions, ready to deliver mission-critical software for a data-driven world.

For its part, Axway has effectively completed its transformation. With its secure subscription-based business model and product-line-centric organization, the company is poised to continue leading in key areas of enterprise data infrastructure. In 2024, Axway unwavering focus on customer satisfaction was once again reflected in achieving its highest NPS score to date. The company has not only met but exceeded its financial targets for the year, demonstrating the strength and resilience of its renewed business model.

SBS’s evolution under its new colors is nothing short of remarkable. Its banking and specialized finance applications align perfectly with the cloud-based digital evolution of global financial services. SBS’s industry-leading product vision and strong customer focus have attracted impressive new clients in 2024, solidifying its position as a key player in the core banking and financing markets.

74Software ambitions for the future are bold, encompassing both organic growth and strategic acquisitions. As we move forward, our software publisher mindset, grounded in disciplined management and focus, will be key to our success. 74Software remains committed to its long-standing purpose: to be an independent enterprise software provider that sustainably grows enduring value, based upon trust, for its Customers, Employees, and our Shareholders.

Patrick Donovan

“The strategic alliance
between Axway and SBS
leading to the creation
of 74Software in early
December, marks a new
era for our Group.”



2025 Combined General Meeting

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Agenda

Ordinary General Meeting

1. Approval of the annual financial statements for the year ended 31 December 2024 - Approval of non-tax-deductible expenses and charges,
2. Approval of the consolidated financial statements for the year ended 31 December 2024,
3. Appropriation of earnings for the year,
4. Statutory Auditors' special report on regulated agreements – Approval of these agreements,
5. Fixed annual sum to be allocated to members of the Board of Directors including the Board observer(s),
6. Approval of the compensation policy for the Chairman of the Board of Directors,
7. Approval of the compensation policy for the Chief Executive Officer,
8. Approval of the compensation policy for the Deputy Chief Executive Officer,
9. Approval of the compensation policy for members of the Board of Directors including the Board observer(s),
10. Approval of the information set out in Section I of Article L. 22-10-9 of the French Commercial Code,
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 Pierre Pasquier, Chairman of the Board of Directors,
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 Patrick Donovan, Chief Executive Officer,
13. Approval of the fixed, variable and exceptional components of total compensation and benefits of all kind paid during the year or awarded in respect of the same fiscal year to Eric Bierry, Deputy Chief Executive Officer since 2 September 2024,
14. Reappointment of Nicole-Claude Duplessix as a director,
15. Ratification of the cooptation of Olivier Placca as a director,
16. Reappointment of Olivier Placca as a director,
17. Ratification of the cooptation of Patrick Renouvin as a director,
18. Ratification of the cooptation of Michael Gollner as a Board observer,
19. Reappointment of Michael Gollner as a Board observer,
20. Reappointment of Forvis Mazars as Principal Statutory Auditor,
21. Reappointment of Aca Nexia as Principal Statutory Auditor,
22. Reappointment of Forvis Mazars as Statutory Auditor responsible for certifying sustainability information,
23. Reappointment of Aca Nexia as Statutory Auditor responsible for certifying sustainability information,
24. 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

25. Authorisation granted to the Board of Directors, for a period of 26 months, to cancel treasury shares bought back by the Company under the mechanism set out in Article L. 22-10-62 of the French Commercial Code,
26. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital by capitalising reserves, profits and/or share premiums,
27. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital, with retention of preferential subscription rights, by issuing ordinary shares and/or securities granting access to share capital and/or conferring entitlement to the allocation of Company debt securities,
28. Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to share capital and/or debt securities, with cancellation of preferential subscription rights, through a public offering (excluding the offers set out in Section 1 of Article L. 411-2 of the French Monetary and Financial Code), and/or in consideration for securities as part of a public exchange offering,
29. Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to share capital and/or debt securities, with cancellation of preferential subscription rights, through an offering referred to in Section 1 of Article L. 411-2 of the French Monetary and Financial Code,
30. Authorisation to increase the amount of issues decided pursuant to the 27th, 28th and 29th resolutions of this General Meeting,
31. Delegation of authority granted to the Board of Directors, for a period of 26 months, to increase the share capital by issuing ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, up to a maximum of 10% of the share capital, in consideration for contributions-in-kind comprising equity securities or securities granting access to share capital, outside of a public exchange offer,
32. Overall limit on the delegations provided for in the 27th, 28th, 29th and 31st resolutions of this General Meeting,
33. Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities granting access to share capital, with cancellation of preferential subscription rights, for members of a Company savings plan pursuant to Articles L. 3332-18 *et seq.* of the French Labour Code; duration of the delegation of authority, maximum par value amount of the share capital increase, issue price, ability to grant free shares pursuant to Article L. 3332-21 of the French Labour Code,
34. Authorisation to the Board of Directors, for a period of 38 months, to grant free shares to eligible employees and/or Company officers of the Company and affiliated companies and economic interest groups, up to a maximum of 5% of the share capital, with waiver by shareholders of their preferential subscription rights,
35. Authorisation to the Board of Directors, for a period of 38 months, to grant share subscription and/or purchase options to eligible employees and/or Company officers of the Company and affiliated companies and economic interest groups,
36. Amendment of Article 15 "Organisation of the Board of Directors" of the Articles of Association, to clarify the determination of the compensation of the Chairman of the Board of Directors,
37. Amendment of Article 16 "Board deliberations" of the Articles of Association, concerning the use of telecommunication means and recourse to written consultations,
38. Amendment of Article 17 "Powers of the Board of Directors" of the Articles of Association, to bring it into line with Article L. 225-36 of the French Commercial Code,
39. Amendment of Article 23 "Board Observers" of the Articles of Association to simply the wording and implementation,
40. Amendment of Article 29 "Access to General Meetings - Powers - Composition" of the Articles of Association, concerning the use of telecommunication means,
41. Amendment of Article 40 "Shareholders' equity below 50% of the share capital" of the Articles of Association, to bring it into line with Article L. 225-248 of the French Commercial Code.

Ordinary General Meeting

42. Powers to perform legal formalities.

General Meeting Procedures

The 74Software 2025 Combined General Meeting will be held on Tuesday, 20 May 2025, 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 second business day prior to the General Meeting, i.e. midnight (Paris time) on Friday, 16 May 2025:

- 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 this notice of meeting.
- By logging in to the website, **www.sharinbox.societegenerale.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.

Shareholders that have been registered for at least one month on the date of issue of the notice of meeting will receive the meeting brochure accompanied by a postal voting or proxy form by post, unless they have elected to receive the notice of meeting electronically.

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 Friday, 16 May 2025 (D-2), they must ask the institution managing their securities account to deliver an attendance certificate attesting to their status as a shareholder on the second business date prior to the General Meeting, i.e. midnight (Paris time) on Friday, 16 May 2025, 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 second working day preceding the General Meeting, i.e. midnight (Paris time) on Friday, 16 May 2025, 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, including in particular 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, by letter addressed to the intermediary with whom their shares are registered, from the notice of meeting date. This letter must be received by Société Générale, Services des Assemblées, no later than six (6) days before the General Meeting date, i.e. Wednesday,

14 May 2025. The postal voting or proxy form must then 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 4 below) no later than Monday, 19 May 2025 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, 17 May 2025**. 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, 17 May 2025 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.

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, 17 May 2025.

For registered shareholders:

- By logging into 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 email to their financial intermediary. This email 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, 19 May 2025, 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 Friday, 2 May 2025 to 3 p.m. (Paris time) on Monday, 19 May 2025.

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.

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 second business day prior to the General Meeting, i.e. midnight (Paris time) on Friday, 16 May 2025, 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 second business day prior to the General Meeting, i.e. midnight (Paris time) on Friday, 16 May 2025, regardless of the method used, will be notified or taken into account, notwithstanding any agreement to the contrary.

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 no later than the fourth working date preceding the date of the General Meeting, i.e. Thursday, 15 May 2025. 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.

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: 74software.com/investor-relations/general-assembly.

A replay of the General Meeting will be available no later than seven working 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: 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, no later than the twenty-first day preceding the General Meeting, i.e. Tuesday, 29 April 2025.

Document and information requests:

Shareholders may request that they be sent the General Meeting documents using the form appended to the notice of meeting.

Shareholders may request the General Meeting documents using the form appended to the notice of meeting:

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/or to adapt these conditions in line with changes in the health situation and legal or 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**.

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 "My Account" represented by the symbol;
- 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 voting or proxy 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. **May 17, 2025**, 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 Pré Faucon - PAE Les Glaisins – Annecy-le-Vieux
74940 Annecy
Direction Générale
Tour Trinity 1 Bis Place de la Défense 92400 Courbevoie

ASSEMBLEE GENERALE EXTRAORDINAIRE
du 20 mai 2025 à 14h30

Combined General Meeting
May 20, 2025 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 ☐ Vots simple
Single vote
Nominatif Registered
Vote double
Double vote
Nombre d'actions Number of shares
Porteur Bearer
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

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

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

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<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 case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting..... ☐
- Je m'abstiens. / I abstain from voting..... ☐
- Je donne procuration [cf. au verso renvoi (4)] à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom
appoint [see reverse (4)] Mr. / Mrs or Miss, Corporate Name to vote on my behalf..... ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :

To be considered, this completed form must be returned no later than:

sur 1^{re} convocation / on 1st notification
17 mai 2025 / May 17, 2025

sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pour 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"

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

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

JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée

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

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.

CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

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

SIGN AND DATE YOUR FORM

Date & Signature

CHECK THAT YOUR INFORMATION IS CORRECT

YOU WISH TO VOTE BY POST:

Place a cross in this box and follow the instructions.

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.



2

Presentation of 74Software

Birth of 74Software	14
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Birth of 74Software

2001

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

axway
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.


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.

2024

Axway acquires SBS and creates 74Software, a key player in enterprise software, strengthening its stability and strategic focus through a varied portfolio and 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

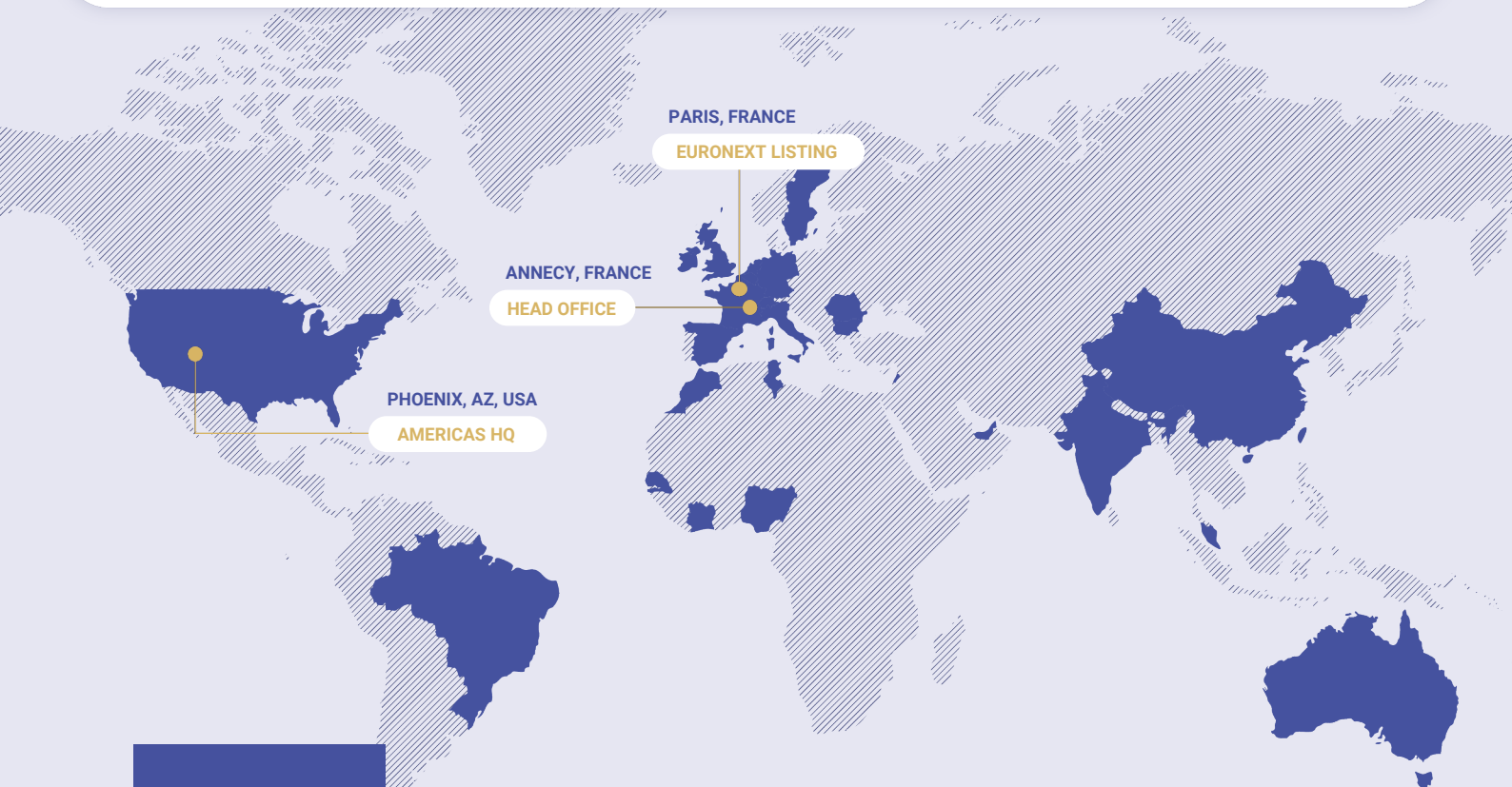
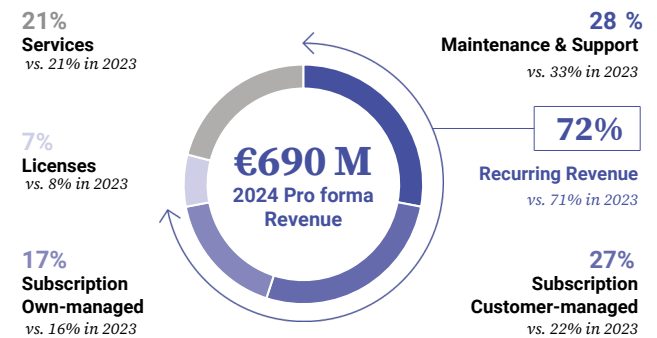
Our Mission

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

REVENUE BY PORTFOLIO COMPANY



REVENUE BY TYPE



Top 5

FRENCH ENTERPRISE
SOFTWARE PROVIDER

TOP 250
NUMEUM - EY 2024

26

LOCATIONS

4,787

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, optimizing 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.



AXWAY RECOGNITIONS

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

INTEGRATED 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 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.



SBS RECOGNITIONS

- Quadrant's SPARK Matrix: Digital Banking Platform
2024
- One of 12 providers that matter most in The Forrester Wave™: Digital Banking Processing Platforms
Q4 2024
- Leader in Quadrant's SPARK Matrix™: Open Banking Intermediaries
2024

Further information can be found in Chapter 1 of the 2024 Universal Registration Document.

Our Customers

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



Financial Services



Manufacturing



Retail



Public sector



Transport & Logistic



Healthcare

Customer satisfaction
as a company value

52

NET PROMOTER SCORE
(Axway only)

Operating indicators

Revenue & Results

STRATEGIC OBJECTIVES

GROWTH

Organic revenue growth

+ 5.6% to €690 M

2 to 4% organic growth

PROFITABILITY

Profit on operating activity

13.6%
of revenue14 to 16%
of revenue

CUSTOMER LOYALTY

Customer Net Promoter Score
(Axway only)

52

Increase

EMPLOYEE ENGAGEMENT

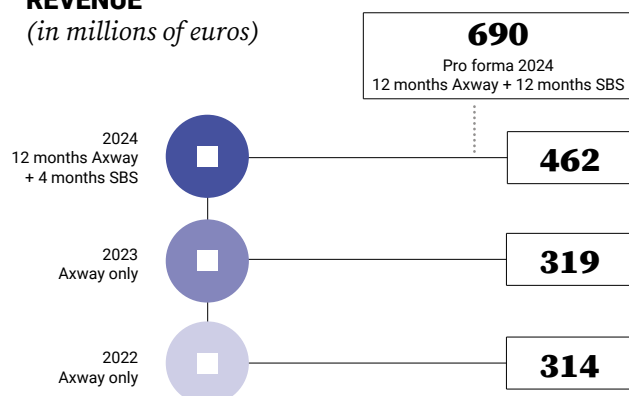
Employee Engagement Score
(Axway only)

70%

Maintains > 65

REVENUE

(in millions of euros)



PRO FORMA PRODUCT REVENUE

€544 M

up 4.9% on 2023



ARR (Annual Recurring Revenue)

€246 M (Axway)

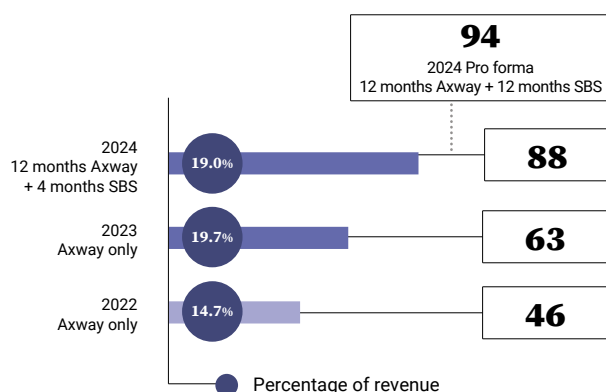
+ 7.4% on 2023

€225 M (SBS)

+ 11.8% on 2023

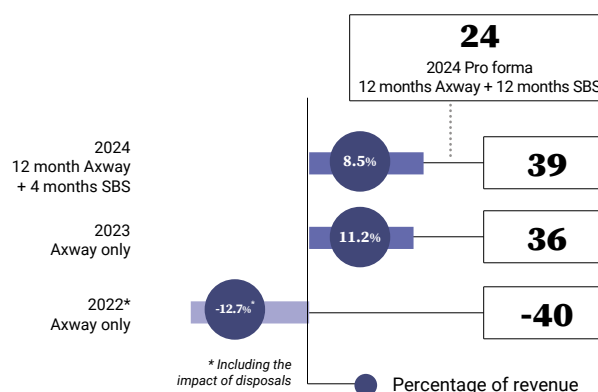
PROFIT ON OPERATING ACTIVITIES

(in millions of euros)



NET PROFIT

(in millions of euros)



* Including the impact of disposals

Highlights and ambitions

Highlights and developments in 2024

2024 was a transformative year for the Group, culminating in the creation of 74Software in December. 74Software aims to centralize support functions and services for its enterprise software brands, Axway and SBS, positioning itself as a major player in the European enterprise software market with expertise spanning data management, infrastructure and banking applications.

Since the closing of the transaction, the two businesses have continued to ensure the expected results were achieved. SBS had a dynamic first four months under its new banner, and Axway performed strongly, leading to a robust year-end for 74Software. While business teams remained focused on their respective projects, 74Software began uniting efforts to support operations and drive future organic and external growth.

The new Group achieved its annual revenue target and exceeded profitability forecasts, benefiting from the combined strengths of Axway and SBS, setting a strong momentum for 2025.

Over the year, several important developments have taken place:

- In 2024, Axway achieved significant milestones, surpassing sales targets and gaining 121 new customers. The company

saw exceptional growth in North America and strong multi-year renewals, particularly in API Management and B2B Integration. With its products and offers recognized by the most influential market analysts, Axway has maintained its commitment to customer excellence, achieving an NPS of 52. The year was marked by strategic initiatives to attract new customers, retain existing ones, and expand within the current customer base, all while fostering a culture of continuous improvement and innovation.

- SBS performed well during 2024 despite changes in its environment and shareholder structure following its sale. Before the sale, SBS's service-focused business (around 20% of its business activities, including more than 1,000 employees) was transferred to Sopra Steria. The business in scope of the transaction continued to advance the software-as-a-service (SaaS) transformation started in 2021, focusing its investments on its composable, modular banking platform. The first three customers were signed for this market-leading offer, with over 20 rolling out its first single component around instant payments in 2024. Overall, SBS added 24 new clients in 2024, ending the year with over 700 customers.

Strategic priorities, objectives and ambitions

In 2025, 74Software will focus on expanding its global platform and supporting its portfolio companies, Axway and SBS, to grow their brands in their respective markets. Axway will continue to increase its subscription-based revenues while further transforming its maintenance revenues. SBS will advance its transition into a pure software model, with a higher contribution from SBS-managed offerings and a reduced reliance on service revenues. Free cash flow will be utilized to reduce leverage and support long-term strategic investments.

As part of the 2024 capital raise, the Group had already provided its 2025 guidance, aiming for revenue growth between 2% and 4%. 74Software targets around €700 million in revenue and a margin from operating activities between 14% (€100 million) and 16%. The Company confirms these targets and its ambitions for unlevered free cash flow of around 10% of revenues, with a leverage ratio below 2x.

Beyond financial performance, 74Software is committed to long-term value creation for its clients, employees, and shareholders.

The Company fosters a strong talent development culture, investing in employee engagement, leadership programs, and an innovation-driven work environment to attract and retain top-Tier professionals.

Strengthening customer excellence remains a key priority, ensuring high service quality, client satisfaction, and long-term partnerships. 74Software also emphasizes sustainable growth, integrating responsible digital practices and optimizing resource efficiency to minimize environmental impact while ensuring scalable architectures for future expansion.

By 2027, at the same scope, 74Software aims to achieve revenue above €750 million and a margin on operating activities of more than 17%. By 2028, the Group is targeting a margin on operating activities of around 20% of revenue, reinforcing its ambition to be a leader in innovative, high-value enterprise software solutions.

Looking beyond 2028, 74Software aspires to exceed €1 billion in revenue, driven by continued innovation, global expansion, and strategic acquisitions. By leveraging its strong market position and customer-focused approach, the Group aims to establish itself as a premier global technology provider, delivering sustainable value and operational excellence across all its markets.

Key figures and comments on the 2024 consolidated financial statements

Key figures

	2024	2024	2023
	Proforma	Consolidated IFRS	Reported
(in millions of euros)	12m AXW + 12m SBS	12m AXW + 4m SBS	Axway Standalone
Revenue	690.0	461.9	319.0
Gross Margin	448.8	320.2	231.8
As a % of revenue	65.0%	69.3%	72.7%
Profit on operating activity	94.0	87.7	62.8
As a % of revenue	13.6%	19.0%	19.7%
Profit from recurring operations	68.7	73.0	55.4
As a % of revenue	10.0%	15.8%	17.4%
Operating profit	51.1	61.4	47.6
As a % of revenue	7.4%	13.3%	14.9%
Net profit – Group share	24.6	39.3	35.8
As a % of revenue	3.6%	8.5%	11.2%
Number of shares at 31 December	29,746,194	29,746,194	21,633,597
Basic earnings per share (in euros)	0.85	1.67	1.71
Diluted earnings per share (in euros)	0.83	1.62	1.66
Net dividend per share* (in euros)	—	—	—
ARR Axway	246	246	229
ARR SBS	225	225	NA
EBITDA	95.9	85.6	69.9
As a % of revenue	13.9%	18.5%	21.9%
Unlevered Free Cash Flow	NA	26.30	27.20
As a % of revenue	NA	5.7%	8.5%
Cash and cash equivalents	41.4	41.4	16.7
Shareholders' equity – Group share	532.4	532.4	346.3
Net debt (cash)	250.3	250.3	75.6
Leverage Ratio	2.87	2.87	1.19
Gearing ratio	0.46	0.46	0.22
Employees at 31 December	4,787	4,787	1,465

* The Axway Board of Directors will not propose a dividend distribution in respect of 2024.

Comments on the 2024 consolidated financial statements

Operating performance and activity

In 2024, 74Software's pro forma revenue reached €690.0 million, with 5.6% organic growth and a 5.9% overall increase from 2023. The annual organic growth was 3.4% for Axway and 7.8% for SBS.

Pro forma profit on operating activities increased to €94.0m for the year, representing an operating margin on business activity of 13.6% of revenue, compared to 13.1% in 2023.

A slight reduction in the gross margin was more than offset by good cost control on operating expenses. Product margin came in at 77.3%, a slight drop from 77.8% in 2023, whilst services margin increased strongly from 16.2% to 19.4% of revenue. Both Axway and SBS contributed to the increase in margin on operating activities.

Pro forma profit from recurring operations was €68.7 million in 2024, or 10.0% of revenue. It includes amortization of allocated intangible assets of €19.6 million and a share-based payment expense of €5.8 million.

After accounting for other operating income and expenses, which include restructuring costs of €12.9 million, exceptional costs related to Axway's acquisition of SBS amounting to €2.8 million and various smaller non-recurring items, the pro forma operating profit for the year stood at €51.1 million or 7.4% of revenue.

Pro forma net profit for the year was €24.6 million, representing 3.6% of revenue. Pro forma basic earnings per share were €0.85.

Revenue Breakdown by Portfolio Company

€m / %	2024 Proforma	2023 Proforma	2023 Restated	Total Growth	Organic Growth
Axway Scope (12 Months)	329.8	319.0	319.0	+3.4%	+3.4%
SBS Scope (12 Months)	362.0	333.9	335.7	+8.4%	+7.8%
Consolidation	-1.7	-1.5	-1.5		
74SOFTWARE	690.0	651.4	653.2	+5.9%	+5.6%

* Revenue at 2024 scope and exchange rates.

Revenue Breakdown by Type

€m / %	2024 Proforma	2023 Proforma	2023 Restated	Total Growth	Organic Growth
Product revenue	544.1	517.4	518.7	+5.2%	+4.9%
Recurring revenue	496.8	464.3	465.5	+7.0%	+6.7%
o/w Maintenance & Support	194.8	218.4	218.8	-10.8%	-11.0%
o/w Customer-managed Subscription	183.4	143.7	143.7	+27.6%	+27.6%
o/w Own-managed Subscription	118.6	102.2	103.0	+16.1%	+15.2%
Licenses revenue	47.3	53.1	53.3	-10.9%	-11.2%
Services revenue	146.0	134.1	134.5	+8.9%	+8.5%
TOTAL REVENUE	690.0	651.4	653.2	+5.9%	+5.6%

Product revenue saw an organic increase of 4.9%, driven by both Axway (+4.0%) and SBS (+5.9%), highlighting the robust demand for the Group's software products. In line with 74Software's strategy, license revenue as well as maintenance & support revenue continue to drop, whilst customer- and own-managed subscriptions increase strongly. Product revenues accounted for 79% of total revenues, with most of it being recurring revenue (91% of product revenue).

Axway's product revenue continues to shift from maintenance and support revenues (-21.3%) towards both customer-managed and Axway-managed subscriptions, propelled by the transition to a subscription-based business model. Customer-managed and Axway-managed subscriptions grew by 17.3% and 9.3%, respectively. Within customer-managed subscriptions, the upfront revenue recognized under IFRS rules amounted to €104.8 million.

SBS's product revenue experienced strong organic revenue growth (+7.8%) but noted a marked drop in License revenue (-17.8%) as the focus shifted to customer- or SBS-managed offerings for new business, which surged by 325.3% and 20.3%, respectively. The growth in these revenue lines primarily stems from new offerings to both existing and new clients. Within customer-managed subscriptions, the upfront revenue recognized under IFRS rules amounted to €9.0 million.

Services revenue increased by 8.5%, driven by SBS, and constituted 21% of total revenue. While Axway's service revenue decreased by 1.9%, making up 11% of Axway's revenues, SBS's service revenue stood at €110.2 million, representing 30% of SBS's revenues. This reflects the difference in business models between Axway and SBS, as well as the more complex and less standardized implementation projects required for banking applications compared to more technical infrastructure software.

ARR, a key indicator for Axway and SBS, is calculated according to slightly different methodologies in the two companies (see definitions). Axway ARR grew by 7.4% to €246 million at the end of 2024, while SBS's ARR rose by 11.8% to €225 million, due to strong demand for both companies' offerings.

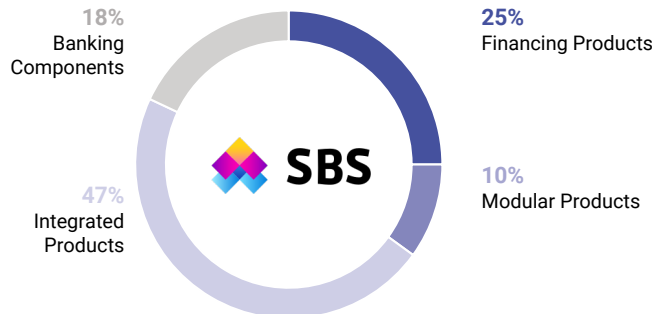
Revenue Breakdown by Product Line



Axway, a prominent player in application infrastructure and middleware, achieved significant milestones in 2024 as outlined in the key portfolio highlights below:

- Managed File Transfer experienced exceptional growth over 2023, particularly in North America. A major new customer transitioned from an important competitor in the largest deal of the year, highlighting the competitiveness of Axway's cloud offerings. Additionally, MFT was named a Leader in its category in the Winter 2024 reports released by G2;
- API Management outperformed other product lines in booking amount, driven by several multi-year renewals with substantial upsell due to API volume growth. Amplify Integration saw robust growth, with 33 new customers, particularly in EMEA. Moreover, Axway was positioned as a Leader in The Forrester Wave™: API Management Software, Q3 2024, and recognized for the 9th time in its history in the 2024 Gartner® Magic Quadrant™ for API Management;

- B2B Integration had an impressive year, marked by successful migrations and renewals. A significant five-year deal underscored the robustness of Axway's B2B solutions, highlighting its essential role in customers' digital transformation efforts. In addition, Axway was positioned as a Leader in the IDC MarketScape: Worldwide Business-to-Business Middleware 2024 Vendor Assessment and named a Leader in its category in the Winter 2024 reports released by G2;
- Specialized Products, including Axway's Financial Accounting Hub (AFAH), continued to push the transition to subscription models and continued expansion with key clients and partners.



SBS, is a leading player in banking and financing software, serving over 700 financial institutions, with more than 1500 entities using SBS' products. The brand's software solutions cater to retail banks, corporate banks, microfinance institutions, payment or credit factories, and specialized finance institutions (e.g., auto captive). SBS won various accolades in 2024, for example as a Leader in the Quadrant®: Global Retail Core Banking 2024 report and was named a Contender in the Forrester Wave™ Digital Banking Processing Platforms 2024 report.

More specifically, during the year:

- Financing Products saw strong demand from the auto finance offering, with an especially important new client, which is one of the largest North American groups in floor plan financing for car dealerships, on the SBS Digital Audit solution. The UK mortgage market also continued to expand with strong demand for SaaS offerings, anticipating an extended scope to new banking services;
- Modular Products, the latest addition to SBS's portfolio, was impressively embraced by customers, particularly in core banking, digital engagement, and regulatory reporting. The ongoing overhaul of banks' legacy systems fueled the demand for these cutting-edge products throughout the year;
- Integrated Products contracted slightly mainly due to reduced service revenues from SBS' core banking product in the Benelux market, where a major customer project was successfully wrapped up. At the same time, SBS adeptly positioned its new modular offerings, securing several new contracts in the region. This strategic shift prompted customers to pivot from integrated products to the modular product line in a progressive transformation journey, securing long-term relationships;
- Banking components demonstrated solid growth, driven by Tier 1 banks in France and in North Africa with the willingness to combine best of breed components on cards, payments (including the new European Payment initiative) and lending (individuals and SMEs). These components effectively met the sophisticated needs of discerning bank customers.

Comparison of proforma financial statements at 31 December 2024 and 2023

	2024		2023	
	Proforma		Proforma	
	12m AXW + 12m SBS		12m AXW + 12m SBS	
	€m	% of Rev.	€m	% of Rev.
Product revenue	544.1	78.8%	517.4	79.4%
Services revenue	146.0	21.2%	134.1	20.6%
Total revenue	690.0		651.4	
Total costs of revenue	241.3		227.2	
Gross profit	448.8	65.0%	424.2	65.1%
Operating expenses	354.7	51.4%	339.2	52.1%
o/w research & development	174.9	25.4%	163.8	25.1%
o/w sales & marketing	120.4	17.4%	118.5	18.2%
o/w general & administrative	59.40	8.6%	56.80	8.7%
Profit on operating activities	94.0	13.6%	85.1	13.1%
Product gross profit	420.4	77.3%	402.5	77.8%
Services gross profit	28.4	19.4%	21.7	16.2%
Net capitalization of R&D	19.4	2.8%	23.2	3.6%
As % of gross R&D	10.0%		12.4%	

Cost of sales and gross margin

In 2024, the pro forma gross margin was 65.0% of revenue, stable compared to 65.1% in 2023.

The gross margin for software products was 77.3% in 2024, compared to 77.8% in 2023. The services gross margin improved to 19.4% in 2024, up from 16.2% in 2023.

Operating expenses

Pro forma profit on operating activities was €94.0 million in 2024, or 13.6% of revenue, compared to €85.1 million in 2023, or 13.1% of revenue.

Optimised cost management led to a decrease in operating expenses as a percentage of revenue, from 52.1% in 2023 to 51.4% in 2024.

Sales and Marketing costs totalled €120.4 million (17.4% of revenue), down from 18.2% in 2023.

Research & Development expenditure totalled €174.9 million, or 25.4% of revenue, compared to 25.1% in 2023. The pro forma net capitalization of R&D related solely to SBS's products totalled €19.4 million in 2024 (10.0% of gross R&D expenses) compared to €23.2 million in 2023 (12.4% of gross R&D expenses).

General expenses totalled €59.4 million and represented 8.6% of revenue, stable compared to 8.7% in 2023.

Balance Sheet and financial structure

As of December 31, 2024, 74Software's financial position was healthy, with cash reserves of €41.4m and net debt of €250m (before IFRS16). This resulted in a leverage ratio of 2.87x and a gearing ratio of 0.46x, comfortably meeting the bank debt covenant ratios.

Summary 74Software SA 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)	2024	2023	2022	2021	2020
Share capital at end of fiscal year					
Share capital	59,492,388	43,267,194	43,267,194	43,267,194	42,702,132
Number of ordinary shares outstanding	29,746,194	21,633,597	21,633,597	21,633,597	21,351,066
Transactions and results for the fiscal year					
Revenue excluding VAT	217,672,406	186,602,665	181,819,914	167,254,376	156,706,577
Profit (loss) before tax, employee profit-sharing and incentive schemes, depreciation, amortisation and provisions	11,428,508	-6,966,900	-22,153,401	8,853,621	-15,140,745
Income tax	-3,893,798	-3,790,134	-5,444,850	-5,806,999	-8,063,764
Employee profit-sharing, incentive schemes, depreciation, amortisation and provisions	1,165,517	1,292,215	958,358	754,623	903,829
Profit (loss) after tax and employee profit-sharing, depreciation, amortisation and provisions	3,757,857	-12,463,786	-8,037,822	-7,843,108	-18,162,775
Distributed earnings	—	—	8,653,439	8,653,439	8,540,426
Earnings per share (including treasury shares)					
Profit (loss) after tax and employee profit-sharing, but before depreciation, amortisation and provisions	0.52	-0.15	-0.77	0.68	-0.37
Profit (loss) after tax and employee profit-sharing, depreciation, amortisation and provisions	0.13	-0.58	-0.37	-0.36	-0.85
Dividend per share	—	—	0.40	0.40	0.40
Employee data					
Average number of employees during the fiscal year	432	426	452	477	483
Total payroll for the fiscal year	44,778,889	46,285,686	44,387,071	43,808,036	41,973,124
Total benefits paid for the fiscal year (social security, employee welfare, etc.)	20,039,328	19,401,268	19,127,031	17,927,150	19,729,625

Business model

Our Mission

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

STRENGTHS >

Employees

- 4,787 employees in 26 countries
- Diversity of gender, age, profile, origin and culture

Governance

- Solid financial capacity
- History of organic and external growth
- Independent corporate project, supported by reference shareholders
- Shared governance between the Board of Directors and the Executive Committee
- Matrix-based management structure by region and major product line

Products

- Technology strategy based on agile and efficient product portfolio
- Recognised technological leadership
- Continued investments in R&D
- 20 technology patents

Customers & Partners

- > 12,000 customers worldwide
- Product distribution in over 100 countries
- Global network of partners

Corporate responsibility

- Key performance indicators integrated into the strategy
- Social, societal and environmental ambitions
- Executive Management and Board of Directors leadership

OFFERS >

PRODUCT PORTFOLIO



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



- Integrated Products
- Modular products
- Financing products
- Banking components

INNOVATION

- Investment in research and development

PUBLISHING

- Software development
- Architecture
- Quality control and testing

M&A

- Agile & opportunistic strategy
- Make vs. Buy Analyse

INFRASTRUCTURE & SECURITY

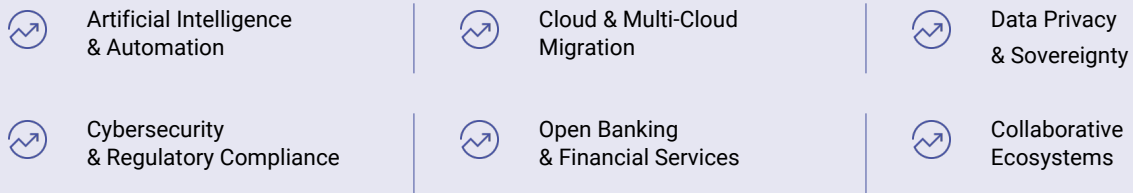
- SaaS & Cloud
- Local servers
- Data & transactions security

GO-TO-MARKET

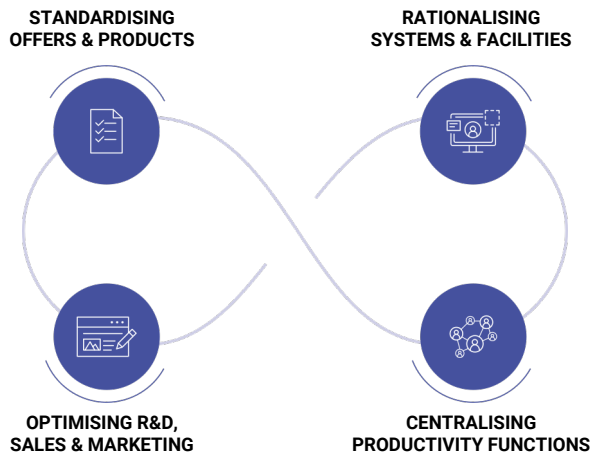
- Marketing & brands
- Sales & services
- Managing and supporting customer success
- Subscriptions & renewals



EMPLOYEE ENGAGEMENT

MARKET TRENDS OBSERVED**STRATEGY >****74Software's success pillars**

... and the focus it requires,



to build a robust Software House.



CUSTOMER SATISFACTION >

VALUE CREATION**Employees**

- Employee Engagement score: 70% (Axway only)
- Promotion of well-being at work and job stability (99% permanent contracts)
- Training: 120,000+ hours
- Flexible working methods, work-life balance
- Ongoing Executive Management - Employees dialogue
- Employee share ownership: 2.3% of share capital
- Promotion of diversity and fight against discrimination

Customers

- Best in class products recognised by market analysts
- Flexible contractual and technological models
- Customer satisfaction (NPS): 52 (Axway only)
- EcoVadis: Silver (70/100)

Shareholders

- Euronext Paris listing
- Middenext Governance Code
- Ethifinance ESG Ratings (65/100)
- Shareholder dialogue: Transparency and availability of information

Suppliers

- Supplier & Partner Charter
- Ethics Charter and tools
- Environmental and sustainable purchasing programmes

Partners

- Strategic, technological and innovation partnerships
- Partner satisfaction (NPS): 63 (Axway only)

Civil society

- Initiatives to better measure and reduce greenhouse gas emissions
- UN Global Compact commitment
- Financial and digital inclusion programs

Corporate Responsibility

74Software, a responsible and committed company.

PRINCIPLES



United Nations
Global Compact

EXTERNAL APPRAISALS



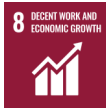
GOVERNANCE



CERTIFICATIONS



Sustainable Development Goals to which 74Software is committed:



2025 Orientations

SOCIAL

- Promote employee well-being and work-life balance
- Increase the percentage of women in the workforce
- Invest in training and skills development programs

ENVIRONMENT

- Define a carbon trajectory and implement Science-Based Targets objectives to reduce greenhouse gas emissions
- Reduce the impact of our products by continuing our eco-design efforts and environmental impact assessments



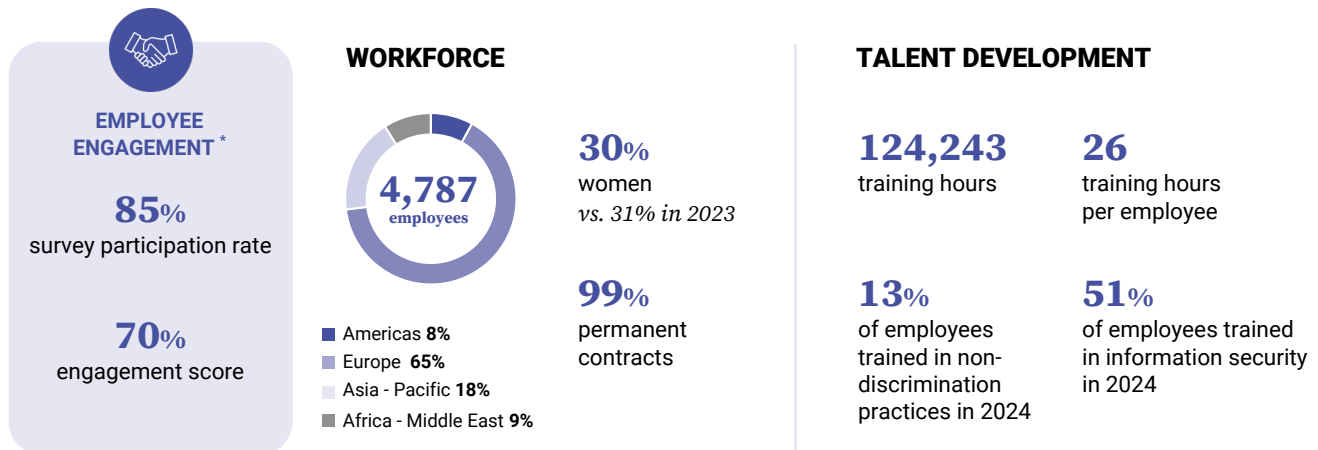
CUSTOMERS & USERS

- 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

- Standardise business conduct charters and practices across all companies
- Strengthen compliance policies and mechanisms for reporting ethical concerns
- Promote responsible purchasing practices

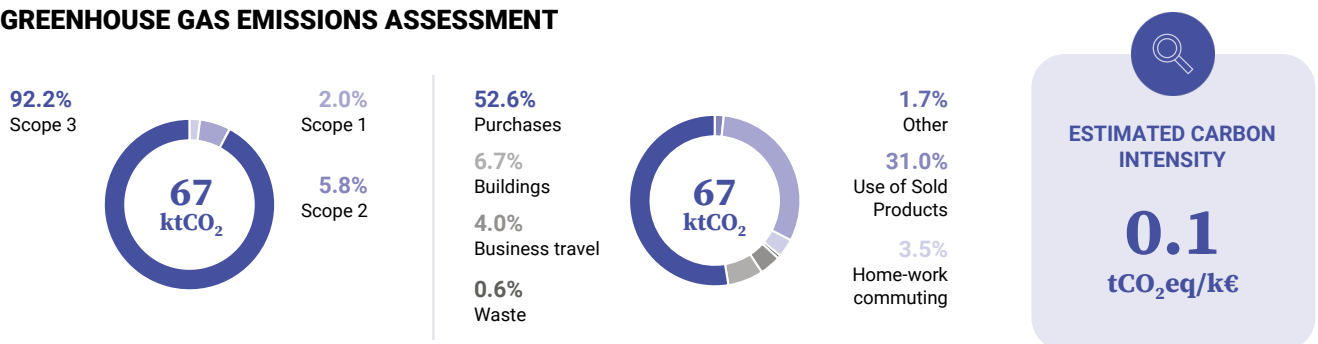
Social



*Axway only in 2024. Roll-out to SBS from 2025.

Environment

GREENHOUSE GAS EMISSIONS ASSESSMENT



Customers & Users

Customers Experience

Optimize 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 and Digital Inclusion

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

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

74%

of employees
are trained in
ethical practices

0












incidents of
corruption or fraud
reported in 2024

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 Middenext Code.

Board of Directors

11 members	4 nationalities	40% women	8 meetings	97% attendance
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		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		89	FR			1		M		2027	0
KATHLEEN CLARK		57	US/FR			1		C	M	2027	9,587
PIERRE-YVES COMMANAY		59	FR			0		M	M	2026	4,856
NICOLE-CLAUDE DUPLESSIX		65	FR			0			M	2025	2,166
EMMA FERNANDEZ		61	ESP	I		1		M	C	2027	0
MICHAEL GOLLNER		66	US/UK		O	1	O			2025	100
DOMINIQUE ILLIEN		71	FR	I		0	C			2028	82,500
YANN METZ-PASQUIER		36	FR/US			0	M			2026	65,549
OLIVIER PLACCA		56	FR	I		0			M	2025	0
PATRICK RENOUVIN		65	FR	I		0	M	M		2027	0
MARIE-HÉLÈNE RIGAL		54	FR			1	M			2026	0

I Independent O Board Observer C Chairman/Chairwoman M Member


82%

Knowledge of the software publishing business


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 2024

- Strategy and the corporate project;
- Acquisition and disposal operations;
- 2024 budget and major guidelines;
- Approval of the financial statements for the year ended 31 December 2023;
- Approval of the interim financial statements for the first half of 2024;
- 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 2024 General Meeting;
- Monitoring of legal and regulatory developments: Rixain Law, CSRD Directive, DORA Regulation, Attractiveness Law.



AUDIT COMMITTEE

5 members | **6** meetings

100%
attendance



APPOINTMENTS, GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE

5 members | **5** meetings

100%
attendance



COMPENSATION COMMITTEE

5 members | **6** meetings

100%
attendance

Executive Committee



PATRICK DONOVAN
CEO
United States - France



ERIC BIERRY
Deputy CEO
CEO SBS
France



ROLAND ROYER
CEO Axway
France



TOBIAS UNGER
CFO
Switzerland



XAVIER REBEUF
R&D Operations
France



PAUL FRENCH
Chief of Staff
United States



PHILIPPE BUISSON
Secretary
France



YANN METZ-PASQUIER
Strategy & Ventures
Digital Engagement SBS
France

8
members

3
nationalities

Composition 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.

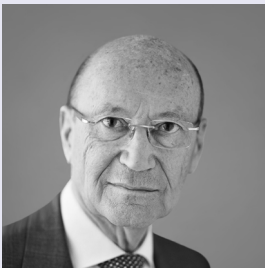
With regards to parity, the aim is to move towards an equal number of men and women. Parity is also sought in the specialist committees.

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 this 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 1st appointment:
22 Decembre 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 non-French 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 1st appointment:
28/04/2011

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 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 non-French 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 Axway Software)

Date of 1st appointment:
6 June 2018

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

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 non-French 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 1st appointment:
6 June 2017

**Date of most recent
renewal:**
General Meeting of
25 May 2021

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.

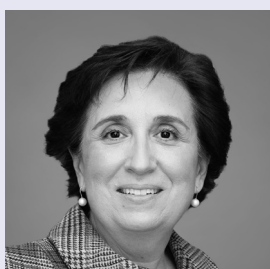
Outside 74Software

- 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 Axway Software)

Date of 1st appointment:
21 June 2016

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

ATTENDANCE RATE

- Board of Directors: 100%
- Audit 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 SL;
- Director of Openbank SA;
- Director of Santander Consumer Finance SA;
- Director of ODS SA;
- Director of Iskay Pet SL.

OFFICES EXPIRED DURING THE PAST FIVE YEARS:

- Director of Gigas Hosting SA (10/2021 to 07/2023);
- Director of ASTI Mobile Robotics Group SL (16/10/2017 to 02/08/2021);
- Director of Grupo Ezentis SA (28/06/2016 to 26/06/2020).

Michael Gollner DIRECTOR UNTIL 10/23/2024 THEN OBSERVER OF THE BOARD OF DIRECTORS

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

Date of 1st appointment:
Appointment by the Board
meeting of 23 October 2024
to be ratified by the AGM of
20 May 2025

**Date of most recent
renewal:**
N/A

ATTENDANCE RATE

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

- Administrator of 74Software from 24 May 2012 until 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 1st appointment:
16 May 2024

**Date of most recent
renewal:**
General Meeting of
16 May 2024

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**

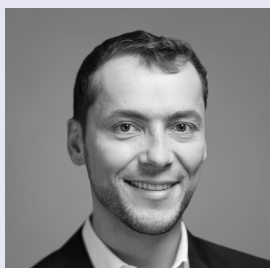
- Director.

Outside 74Software

- Member of the Supervisory Board of 21 Invest SA (France);
- Member of the Advisory Board of Rocket Lawyer Inc. (USA);
- Member of the Strategy Committee of Sismo SA (France);
- Member of the Strategy Committee of Orlade SA (France);
- Chairman of DBIConsulting SAS (France).

OFFICES EXPIRED DURING THE PAST FIVE YEARS:

- Member of the Advisory Board of Sky Republic Inc. (USA);
- Member of the Strategy Board of Evolucare (France);
- Director of NG Data (Belgium).

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 Axway Software)

Date of 1st appointment:
6 June 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 cofounded Upfluence, an all-in-one affiliate & influencer marketing cloud platform dedicated to eCommerce, in San Francisco (CA) in 2013. He was Chief Financial Officer from 2013 to 2016 and is still a director of the Company. In 2018, Yann Metz-Pasquier joined Sopra Banking Software as head of Corporate Development for North America.

He then served as Chief Marketing Officer from 2018 to 2022. Since 2021, Yann Metz-Pasquier has been the General Manager (Executive Vice-President) of the global business unit in charge of Digital Banking solutions at SBS SAS (formerly Sopra Banking Software). Furthermore, as Head of CVC within the Sopra Steria Group, he supervises the Corporate Ventures approach to further the emergence and growth of an innovative digital ecosystem in Europe.

Yann holds a Master of Business Administration (MBA) from Harvard Business School (May 2018). He 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:

- Board observer at 74Software until 6 June 2018.

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 1st appointment:
Coopted by the Board
meeting of 23 October 2024
to be ratified by the AGM of
20 May 2025

**Date of most recent
renewal:**
N/A

ATTENDANCE RATE

- 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 programs at Stanford and INSEAD.

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

- Director.

Outside 74Software

- Director of Tinubu Square SA (France);
- Chairman of OP Advisory SASU (France).

OFFICES EXPIRED DURING THE PAST FIVE YEARS:

- Chairman and CEO of Tinubu Square SA (France);
- Chairman of T-Square (France);
- Chairman of Recovery Square (France);
- Chairman of Tinubu Square Americas Inc. (USA);
- Chairman of Tinubu Square B&A LLC (USA);
- Chairman of Tinubu Square Singapore PTE (Singapore);
- Chairman of Tinubu Square innovation Inc. (Canada);
- Deputy CEO of Tinubu Square SA (France).

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 1st appointment:

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

**Date of most recent
renewal:**

N/A

ATTENDANCE RATE

- 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

- 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 1st appointment:

6 June 2018

**Date of most recent
renewal:**

General Meeting of
24 May 2022

ATTENDANCE RATE

- Board of Directors: 88%
- 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;

Changes in the composition of the Board of Directors during fiscal year 2024 were as follows:

	Departures	Appointments	Renewals
Board of Directors	Michael Gollner (resignation) Yves de Talhouët (resignation)	Michael Gollner (Board observer) Dominique Illien (1 st appointment) Olivier Placca (co-optation) Patrick Renouvin (co-optation)	None
Audit Committee	Emma Fernandez Michael Gollner (director)	Michael Gollner (Board observer) Patrick Renouvin	
Appointments, Governance and Corporate Responsibility Committee	Michael Gollner Yves de Talhouët	Patrick Renouvin	
Compensation Committee	Yves de Talhouët	Olivier Placca	

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 relations with employees:** 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 Social 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 date of this 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 date of this 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 53.2% 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 57.8% 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 23 October 2024, representing 40% of its members. The Company recalls that it complies with Recommendation no. 3 of the Middledex 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 Middledex 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 himself 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
Executive officers								
Pierre PASQUIER								
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								
Patrick DONOVAN								
Chief Executive Officer		✓		✓	✓			✓
Start of term of office: 6 April 2018								
Eric Bierry								
Deputy Chief Executive Officer	✓ ⁽¹⁾			✓		✓		✓
Start of term of office: 2 September 2024								

(1) In view of his seniority in the Group, Eric 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 2024:

Category ⁽¹⁾	Name	Position	Transaction type ⁽²⁾	Transaction date	Number of shares	Unit price	Transaction amount
Chief Executive Officer	Patrick Donovan	CEO	D ⁽³⁾	2024-04-02	6,702	€26.00	€174,252
Director	Kathleen Clark	Director	S	2024-07-31	2,025	€16.10	€32,603
Director	Kathleen Clark	Director	A PSR	2024-07-31	2,000	€1.25	€2,500
Director	Kathleen Clark	Director	S	2024-07-31	2,232	€16.10	€35,935
Director	Yann Metz-Pasquier	Director	A	2024-08-13	20,000	€20.80	€416,000
Director	Yann Metz-Pasquier	Director	A PSR	2024-08-14	5,000	€1.75	€8,750
Director	Yann Metz-Pasquier	Director	A	2024-08-16	449	€21.98	€9,868
Chief Executive Officer	Patrick Donovan	CEO	S	2024-08-27	56,832	€16.10	€914,995
Director	Yann Metz-Pasquier	Director	S	2024-08-27	26,364	€16.10	€424,460
Director	Pierre-Yves Commanay	Director	A	2024-08-27	1,326	€16.10	€21,348

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

(2) Transaction type: A. Acquisition; A PSR. Acquisition of Preferential Subscription Rights; D. Disposal; S. Subscription; E. Exchange.

(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 2024

The Company's Combined General Meeting of 16 May 2024, in the 4th resolution, decided to grant directors compensation referred to in Article L. 22-10-14 of the French Commercial Code of €330,000 for the year ended 31 December 2024.

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 2024*	Amounts due in fiscal year 2023*	Amounts due in fiscal year 2022*
Kathleen Clark			
Compensation ⁽¹⁾	€39,675	€32,891	€28,947
Other compensation			
Pierre-Yves Commanay			
Compensation ⁽¹⁾	€33,075	€27,539	€22,382
Other compensation			
Yves de Talhouët⁽²⁾			
Compensation ⁽¹⁾	€28,217	€20,489	€24,232
Other compensation			
Nicole-Claude Duplessix			
Compensation ⁽¹⁾	€26,475	€22,188	€15,817
Other compensation			
Emma Fernandez			
Compensation ⁽¹⁾	€43,295	€27,340	€19,518
Other compensation			
Michael Gollner⁽²⁾			
Compensation ⁽¹⁾	€38,255	€28,601	€21,751
Other compensation			
Dominique Illien			
Compensation ⁽¹⁾	€19,866	€—	€—
Other compensation			
Yann Metz-Pasquier			
Compensation ⁽¹⁾	€32,975	€26,817	€23,488
Other compensation			
Pierre Pasquier			
Compensation ⁽¹⁾	€27,575	€22,462	€19,518
Other compensation			
Olivier Placca⁽³⁾			
Compensation ⁽¹⁾	€919	€—	€—
Other compensation			
Patrick Renouvin⁽³⁾			
Compensation ⁽¹⁾	€3,320	€—	€—
Other compensation			
Marie-Hélène Rigal			
Compensation ⁽¹⁾	€36,353	€30,699	€21,751
Other compensation			
Other terms of office ended before 2024			
Compensation ⁽¹⁾	€—	€90,974	€132,596
Other compensation			
TOTAL	€330,000	€330,000	€330,000

* 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.

(2) Directors who notified their resignation to the Board of Directors on 23 October 2024 due to the loss of their independence.

(3) Directors who were co-opted by the Board of Directors on 23 October 2024.

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 2024

The fixed, variable and exceptional components of total compensation and benefits in kind paid or granted in the past 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 16 May 2023 are as follows:

Compensation paid or granted during the year then ended	Amounts or accounting valuation submitted to vote	Presentation
Fixed compensation	€138,000 (Gross amount paid)	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.
Variable compensation	—	Not applicable.
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	€22,463	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.
Benefits in kind	—	Not applicable.

Compensation components paid or awarded to the Chief Executive Officer in respect of his duties for the year ended 31 December 2024

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 16 May 2024 are as follows:

Compensation paid or granted during the year then ended	Amounts or accounting valuation submitted to vote	Presentation
Fixed compensation	€577,421 (Gross amount paid)	
Annual variable compensation	€698,084 (Gross amount to be paid after approval by General Meeting, including, where necessary, the deferred portion of this compensation)	Variable compensation is based on: quantitative criteria: <ul style="list-style-type: none"> ■ 65% based on the combination of organic growth and operating profitability. This percentage may be increased to 80% in the event of notable outperformance. non-financial qualitative criteria: <ul style="list-style-type: none"> ■ 5% based on the employee engagement indicator; ■ 5% based on the NPS customer satisfaction indicator; ■ 5% based on an environmental objective aimed at reducing the carbon footprint. a strategic qualitative criteria: <ul style="list-style-type: none"> ■ 20% based on the successful acquisition and integration of the SBS group (formerly Sopra Banking Software). This percentage may be increased to 40% in the event of notable outperformance.
Exceptional compensation	€184,775 (Gross amount to be paid after approval by General Meeting)	Exceptional compensation based on a strategic qualitative criteria: <ul style="list-style-type: none"> ■ 100% based on the successful acquisition and integration of the SBS group (formerly Sopra Banking Software). This percentage may be increased to 200% in the event of notable outperformance.
Free share grant	Shares = €741,000 (Accounting valuation)	30,000 performance share rights (representing potentially 0.14% of the Company's share capital), subject to the effective presence of the Chief Executive Officer and certain criteria based on the combination of organic revenue growth and operating profitability. This grant was performed pursuant to the 19 th resolution adopted by the Combined General Meeting of 24 May 2022.
Severance pay and indemnities for a change of duties	No indemnities are payable in respect of the fiscal year	
Benefits in kind	—	Not applicable

Compensation components paid or awarded to the Deputy Chief Executive Officer in respect of his duties for the year ended 31 December 2024

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 Eric Bierry, Deputy Chief Executive Officer, for his term of office during the period 2 September 2024 to 31 December 2024, determined in accordance with the compensation principles and criteria approved by the General Meeting of 16 May 2024 are as follows:

Compensation paid or granted during the year then ended	Amounts or accounting valuation submitted to vote	Presentation
Fixed compensation	€149,500 (Gross amount paid)	
Annual variable compensation	€140,938 (Gross amount to be paid after approval by General Meeting, including, where necessary, the deferred portion of this compensation)	Variable compensation is based on financial quantitative criteria: <ul style="list-style-type: none"> ■ 50% based on profit from operations of the SBS scope. This percentage may be increased to 75% in the event of notable outperformance; ■ 25% based on organic revenue growth of the SBS scope. This percentage may be increased to 38% in the event of notable outperformance; non-financial qualitative criteria: <ul style="list-style-type: none"> ■ 5% based on an environmental objective aimed at reducing the carbon footprint; a strategic qualitative criteria: <ul style="list-style-type: none"> ■ 20% based on the successful acquisition and integration of the SBS Group (formerly Sopra Banking Software). This percentage may be increased to 30% in the event of notable outperformance.
Exceptional compensation	€170,000 (Gross amount to be paid after approval by General Meeting)	Exceptional compensation based on a strategic qualitative criteria: <ul style="list-style-type: none"> ■ 100% based on the successful acquisition and integration of the SBS Group (formerly Sopra Banking Software). This percentage may be increased to 200% in the event of notable outperformance.
Free share grant	Shares = €780,000 (Accounting valuation)	30,000 performance share rights (representing potentially 0.14% of the Company's share capital), subject to the effective presence of the Deputy Chief Executive Officer and certain criteria based on a combination of organic revenue growth and operating profitability. This grant was performed pursuant to the 19 th resolution adopted by the Combined General Meeting of 24 May 2022
Severance pay and indemnities for a change of duties	—	Not applicable
Benefits in kind	€1,600	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 new Middennext 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>	2024	2023	2022
Pierre Pasquier			
Compensation payable in respect of the fiscal year	227,575	160,462	157,518
Valuation of multi-year variable compensation awarded during the fiscal year			
Valuation of options awarded during the fiscal year			
Valuation of free shares granted			
Patrick Donovan			
Compensation payable in respect of the fiscal year	1,460,280	1,488,413	1,325,580
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	741,000	561,000	519,000
Free shares granted under the Free Share Grant Plan (<i>number of shares</i>)	30,000	30,000	30,000
Éric Bierry			
Compensation payable in respect of the fiscal year ⁽¹⁾	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	780,000		
Free shares granted under the Free Share Grant Plan (<i>number of shares</i>)	30,000		

(1) For his term of office during the period 2 September 2024 to 31 December 2024

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

(gross amounts in euros)	2024		2023	
	Amount due	Amount paid	Amount due	Amount paid
Pierre Pasquier				
Fixed compensation ⁽¹⁾	200,000	138,000	138,000	138,000
Variable compensation			—	—
Multi-year variable compensation			—	—
Exceptional compensation			—	—
Compensation referred to in Article L. 22-10-14 of the French Commercial Code ⁽¹⁾	27,575	22,463	22,463	19,518
Value of benefits in kind				
TOTAL	227,575	160,463	160,463	157,518
Patrick Donovan				
Fixed compensation ⁽²⁾	577,421	577,421	578,024	578,024
Variable compensation ⁽²⁾	698,084	910,389	910,389	782,321
Multi-year variable compensation			—	—
Exceptional compensation	184,775	—	—	—
Compensation referred to in Article L. 22-10-14 of the French Commercial Code			—	—
Value of benefits in kind			—	—
TOTAL	1,460,280	1,487,810	1,488,413	1,360,345
Éric Bierry				
Fixed compensation ⁽²⁾	149,500	149,500	—	—
Variable compensation ⁽²⁾	140,938	—	—	—
Multi-year variable compensation				
Exceptional compensation	170,000			
Compensation referred to in Article L. 22-10-14 of the French Commercial Code				
Value of benefits in kind	1,600			
TOTAL	462,038	149,500		

(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 2023 was €1 = \$1.0813.

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

Variable compensation

Criteria	Nature	% weight	% max.	Threshold	Target	Cap	CAP	Amount at stake in \$	Cap in \$	Actual result	Amount granted in \$
R40	quantitative	65%	80%	19%	24 %	29%	123%	406,250	500,000	24.3%	411,856
Employee engagement indicator (EES)	quantitative	5%	5%	60%	70 %	N/A	100%	31,250	31,250	70%	31,250
Net Promoter Score (NPS)	quantitative	5%	5%	36%	46 %	N/A	100%	31,250	31,250	52%	31,250
Reduction in the carbon footprint	qualitative	5%	5%	N/A	N/A	N/A	100%	31,250	31,250	Attained 100%	31,250
Successful acquisition and integration of SBS	qualitative	20%	40%	N/A	N/A	N/A	200%	125,000	250,000	Attained 200%	250,000
TOTAL		100%	135%					625,000	843,750		755,606

The Compensation Committee noted an attainment rate of 120% 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 \$755,606 for fiscal year 2024.

The performance criteria were applied as planned at the time of their determination on 24 April 2024. 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 have valued the successful acquisition of SBS and the related financial operation.

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

The Compensation Committee took due note of the finding by the Appointments, Governance and Corporate Responsibility Committee that the Company is on track to achieve its carbon footprint reduction goals.

Exceptional compensation

Criteria	Nature	% weight	% max.	CAP	Amount at stake in \$	Cap in \$	Actual result	Amount granted in \$
Successful acquisition and integration of SBS	qualitative	100%	200%	200%	125,000	250,000	Attained 160%	200,000
TOTAL		100%	200%		125,000	250,000		200,000

The Compensation Committee noted an attainment rate of 160% for the objectives set by the Board of Directors for the Chief Executive Officer regarding the successful acquisition and integration of SBS and in particular:

- the definition of a long-term vision for the combined entity to be shared with key stakeholders (investors, customers and professionals);
- the definition of an operational and governance model for the combined entity (Executive Committee, brands, products, sales structure and support teams);

- maintaining team engagement and motivation during the integration phase.

The Board of Directors therefore set Patrick Donovan's exceptional compensation at \$200,000 for fiscal year 2024.

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 €
Operating profitability of SBS	quantitative	50%	75%	9.0%	11.0%	13.0%	150%	50,000	75,000	14.1%	75,000
Organic growth in SBS revenue	quantitative	25%	38%	1.0%	4.0%	8.0%	150%	25,000	37,500	5.9%	30,938
Reduction in the carbon footprint	qualitative	5%	5%	N/A	N/A	N/A	100%	5,000	5,000	Attained 100%	5,000
Successful acquisition and integration of SBS	qualitative	20%	30%	N/A	N/A	N/A	150%	20,000	30,000	Attained 150%	30,000
TOTAL		100%	148%					100,000	147,500		140,938

The Compensation Committee noted an attainment rate of 141% for the objectives set by the Board of Directors for the Deputy Chief Executive Officer. The Board of Directors therefore set Eric Bierry's variable compensation at €140,938 for fiscal year 2024 for the period from 2 September to 31 December 2024.

The performance criteria were applied as planned at the time of their determination on 23 October 2024. 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.

The Compensation Committee took due note of the finding by the Appointments, Governance and Corporate Responsibility Committee that the Company is on track to achieve its carbon footprint reduction goals.

Exceptional compensation

Criteria	Nature	Amount at stake in €	Actual result	Amount granted in €
Successful acquisition and integration of SBS	qualitative	170,000	Objective attained	170,000
TOTAL		170,000		170,000

The Compensation Committee noted the attainment of the objectives set by the Board of Directors for the Deputy Chief Executive Officer regarding the successful acquisition and integration of SBS and, in particular:

- facilitating the implementation of the 74Software organization;
- aligning the 2025 budget with the lender's plan;
- retaining the management team during the transaction.

The Board of Directors therefore set Eric Bierry's exceptional compensation at €170,000 for fiscal year 2024 for the period from 2 September to 31 December 2024.

Pierre Pasquier, Chairman and Chief Executive Officer of Sopra GMT, 74Software's holding Company, received from this Company fixed compensation of €200,000 in respect of his duties, in addition to compensation referred to in Article L. 22-10-14 of the French Commercial Code in respect of his office of €27,575 for 2024. This compensation is not invoiced to the Company. Furthermore, as stated in the Sopra Steria Group Universal Registration Document, he also received fixed compensation of €500,000 as Chairman of the Board of Directors of this Company and compensation referred to in Article L. 22-10-14 of the French Commercial Code in respect of his office of €30,724 for 2024.

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 2024.

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 2024. Prior to his appointment, the Company's current Chief Executive Officer, Patrick Donovan, was the Group's Chief Financial Officer and, as such, he was granted subscription options under stock option plans allocated to key managers. The plan under which he received these subscription options expired on 18 November 2011.

Past free share grants

Year	2024	2023	2022	2021
LTIP name	Next CEO	Winning CEO	Achieve CEO	Focus CEO
Date of General Meeting	24/05/2022	24/05/2022	24/05/2022	05/06/2019
Date of Board of Directors' meeting	16/05/2024	26/04/2023	26/07/2022	27/07/2021
Total number of free shares granted, of which to:	251,500	281,500	265,000	240,000
Patrick Donovan, Chief Executive Officer	30,000	30,000	30,000	30,000
Final share delivery date	31/03/2027	31/03/26	31/03/2025	31/03/2024
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
Number of shares delivered at 31 December 2024	—	—	—	16,600
Cumulative number of shares vested at 31 December 2024	10,000	20,000	30,000	16,600
Number of shares vested during the fiscal year ended	10,000	10,000	10,000	—
Cumulative number of shares cancelled or lapsed at 31 December 2024	—	—	—	13,400
Number of free shares remaining at the reporting date	20,000	10,000	—	—
LTIP name	Deputy CEO			
Date of General Meeting	24/05/2022			
Date of Board of Directors' meeting	23/10/2024			
Total number of free shares granted, of which to:	30,000			
Eric Bierry, Deputy Chief Executive Officer	30,000			
Final share delivery date	31/03/27			
Lock-in period end date	30% of shares to be held until cessation of duties			
Number of shares delivered at 31 December 2024	—			
Cumulative number of shares vested at 31 December 2024	10,000			
Number of shares vested during the fiscal year ended	10,000			
Cumulative number of shares cancelled or lapsed at 31 December 2024	—			
Number of free shares remaining at the reporting date	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					
				2021	2022	2023	2024	2025	2026
Focus CEO	Axway R40	50%	62%	16%	50%	86%			
	Amplify API revenue growth	50%							
Achieve CEO	Axway profit on operating activities	75%	100%		100%	100%	100%		
	Axway organic revenue growth	25%							
Winning CEO	Axway profit on operating activities	75%	N/A			100%	100%	N/A	
	Axway organic revenue growth	25%							
Next CEO	Axway profit on operating activities	75%	N/A				100%	N/A	N/A
	Axway organic revenue growth	25%							
Deputy CEO	SBS profit on operating activities	75%	N/A				100%	N/A	N/A
	SBS 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
2021	Axway R40	11.0%	16.0%	8.8%	—%
	Amplify API revenue growth	10.0%	25.0%	14.8%	32.0%
2022	Axway R40	11.0%	16.0%	20.2%	100.0%
	Amplify API revenue growth	10.0%	25.0%	<10%	—%
	Axway profit on operating activities	9.0%	13.0%	14.7%	100.0%
	Axway organic revenue growth	-1.0%	3.0%	5.5%	100.0%
2023	R40 Axway	15.0%	20.0%	25.5%	100.0%
	Amplify API revenue growth	-5.0%	10.0%	12.3%	100.0%
	Axway profit on operating activities	14.0%	18.0%	19.7%	100.0%
	Axway organic revenue growth	-1.0%	2.0%	5.8%	100.0%
2024	SBS profit on operating activities	9.0%	11.0%	14.1%	100.0%
	SBS revenue growth	1.0%	4.0%	5.9%	100.0%
	Axway profit on operating activities	17.0%	20.0%	20.9%	100.0%
	Axway organic revenue growth	-1.0%	2.0%	3.4%	100.0%

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 Middelnext 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: 58%,
 - Audit Committee: 20%,
 - Appointments, Governance and Corporate Responsibility Committee: 12%,
 - 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 has proposed an increase in the compensation referred to in Article L. 22-10-14 of the French Commercial Code from €330,000 to €500,000 for the year ending 31 December 2025. Unchanged since 2019, this new compensation takes into account the change in the size of the Board and practices observed in listed companies comparable to 74Software following the acquisition of SBS.

Compensation policy for executive officers

The Compensation Committee issued recommendations regarding executive officer compensation, which was reviewed by the Board of Directors at its meeting of 26 February 2025. Account is taken of the following in particular:

- the principles detailed in the Middelnext 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;
- 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 for 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. At the recommendation of the Compensation Committee, the Board of Directors decided in 2024 to increase to €200,000 the annual fixed compensation of the Chairman of the Board of Directors, which is unchanged since June 2011 when Axway became an independent Company listed on the Paris stock exchange, through a spin-off and listing operation.

Fiscal year 2025 and beyond

Compensation components

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 components taken into account to calculate 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 29 January 2025, 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 for 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. It is part of a three-year cycle, of which 2025 is the final year.

Fiscal year 2025 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 2025 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"> ■ quantitative criteria: <ul style="list-style-type: none"> - 60% based on a combination of 74Software's organic growth and operating profitability, This percentage may be increased to 110% in the event of notable outperformance; ■ non-financial qualitative criteria: <ul style="list-style-type: none"> - 5% based on the Axway employee engagement indicator, - 5% based on the SBS employee engagement indicator, - 5% based on a 74Software ESG (Environmental, Social and Governance) performance indicator; ■ a strategic qualitative criteria: <ul style="list-style-type: none"> - 25% based on 74Software's strategy and governance. This percentage may be increased to 50% in the event of notable outperformance. <p>Precise 2025 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 Ordinary General Meeting approval 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 Axway 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 two years or more.</p> <p>Obligation to hold 30% of shares vested under the plan throughout the term of office.</p> <p>No guaranteed minimum.</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 2025 would be US\$625,000. The fixed compensation has remained stable since 2023.

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 2025, if objectives are attained, would be US\$625,000. The variable compensation has remained stable since 2023.

The performance criteria are 60% quantitative and 40% qualitative. This split gives greater importance to the Company's long-term performance and particularly criteria tied to social, environmental and strategic considerations.

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 Directors 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 was 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 for 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 2025 would be €448,500.

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 2025, if objectives are attained, would be €300,000.

The performance criteria are 60% quantitative and 40% 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 Directors 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 was 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.

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 2025 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: 67% of 2025 fixed compensation if objectives are attained and up to 117% of fixed compensation in the event of notable outperformance. It is conditional on the attainment of:</p> <ul style="list-style-type: none"> ■ quantitative criteria: <ul style="list-style-type: none"> - 50% based on a combination of SBS's organic growth and operating profitability. This percentage may be increased to 91.7% in the event of notable outperformance, - 10% based on a combination of 74Software's organic growth and operating profitability. This percentage may be increased to 18.3% in the event of notable outperformance; ■ non-financial qualitative criteria: <ul style="list-style-type: none"> - 5% based on the SBS employee engagement indicator, - 5% based on SBS's NPS customer satisfaction indicator, - 5% based on a 74Software ESG (Environmental, Social and Governance) performance indicator; ■ strategic qualitative criteria: <ul style="list-style-type: none"> - 12.5% for the SBS incubation zone. This percentage may be increased to 25% in the event of notable outperformance, - 12.5% based on the strategy for 74Software Tier 1 accounts. This percentage may be increased to 25% in the event of notable outperformance. <p>Precise 2025 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 two years or more.</p> <p>Obligation to hold 30% of shares vested under the plan throughout the term of office.</p> <p>No guaranteed minimum.</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	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

Dear Shareholders,

We have convened a Combined General Meeting on 20 May 2025 to present the consolidated and parent Company financial statements for the fiscal year ended 31 December 2024, 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 2024, 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 (1st to 3rd 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 2024, showing a profit of €3,757,857 and approve the transactions reflected in these financial statements or summarised in these reports (1st resolution);
- approve the consolidated financial statements for the fiscal year ended 31 December 2024, showing a consolidated net profit, Group share, of €39,166,795 and the transactions reflected in these financial statements and/or summarised in these reports (2nd resolution); and
- approve the appropriation of earnings (3rd 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 2024 –

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 2024, approves the annual financial statements as presented at this date showing a net profit of €3,757,857.

The General Meeting specifically approves the overall amount of €34,703 for expenses and charges referred to in Section 4 Article 39 of the French General Tax Code, as well as the corresponding tax of €8,676.

Second resolution

Approval of the consolidated financial statements for the year ended 31 December 2024

The General Meeting, after reviewing the Board of Directors' and Statutory Auditors' reports on the consolidated financial statements for the year ended 31 December 2024, approves these consolidated financial statements as presented showing a net profit (Group share) of €39,166,795.

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 ended 31 December 2024 of €3,757,857 to retained earnings, bringing this reserve from a debit amount of €31,330,215 to a debit amount of €27,572,358.

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	Revenue eligible for deduction		Revenue not eligible for deduction	
	Dividends	Other distributed revenue		
2021	€8,653,439 ⁽¹⁾ i.e. €0.40 per share	—	—	—
2022	€8,653,439 i.e. €0.40 per share	—	—	—
2023	— ⁽²⁾	—	—	—

(1) Excluding any adjustments in the event of a change in the number of shares conferring entitlement to dividends compared to the number of shares making up the share capital at the date of drafting the appropriation of earnings resolution.

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

b) Approval of regulated agreements (4th resolution)

EXPLANATORY STATEMENT

Pursuant to Articles L. 225-38 et seq. of the French Commercial Code, shareholders are asked to approve the so-called “regulated” agreements entered into by the Company and previously authorised by the Board of Directors, particularly at its meeting of 16 May 2024. The Statutory Auditors drafted a report on these agreements which is presented in Section 4.2.4 of Chapter 4 of the 2024 Universal Registration Document, presenting (i) the purpose of these agreements and the reasons for their conclusion, and (ii) the agreements and commitments approved in previous financial years which had continuing effect during the year. For full information, shareholders are also referred to Sections 4.2.1. and 4.2.2 of Chapter 4 and Section 1.1.5.1 of Chapter 1.

Fourth resolution

Statutory Auditors’ special report on regulated agreements – Approval of these agreements

The General Meeting, having considered the Statutory Auditors’ special report on regulated agreements presented to it, approves the new agreements detailed therein.

c) Company officer compensation (5th to 13th resolutions)

EXPLANATORY STATEMENT

In the 5th resolution, the General Meeting will be asked to increase the fixed annual amount to be allocated to directors to €500,000 in respect of 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 (6th to 9th 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 (10th to 13th resolutions). Shareholders are asked to refer to Chapter 4, Section 4.4.1 of the Universal Registration Document to review this information.

Fifth resolution

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

The General Meetings decides to increase the fixed annual sum to be allocated to the Board of Directors, including the Board observer(s), from €330,000 to €500,000.

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

Sixth 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 2024 Universal Registration Document in Section 4.4.2.3 a).

EXPLANATORY STATEMENT AND PROPOSED RESOLUTIONS

Explanatory statement and proposed resolutions

Seventh 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 2024 Universal Registration Document in Section 4.4.2.3 b).

Eighth 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 2024 Universal Registration Document in Section 4.4.2.3 c).

Ninth 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(s), disclosed in the Report on corporate governance presented in the 2024 Universal Registration Document in Section 4.4.2.2.

Tenth 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 2024 Universal Registration Document in Section 4.4.1.

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 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 2024 Universal Registration Document in Section 4.4.1.2.

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 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 2024 Universal Registration Document in Section 4.4.1.3.

Thirteenth 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 since 2 September 2024

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 2024 Universal Registration Document in Section 4.4.1.4.

d) **Renewal and ratification of the terms of office of directors and the Board observer (14th to 19th resolutions)**

EXPLANATORY STATEMENT

The Board reminds shareholders that the term of office of Nicole Claude Duplessix expires at the end of the next General Meeting.

The Board asks shareholders to approve her reappointment as a director based on (i) her profile and expertise, which are beneficial to the development of the Group, and (ii) the work she has already accomplished. Nicole Claude Duplessix has demonstrated great commitment to the work of the Board of Directors as well as that of the various Committees and has expertise useful to the operation of the Board.

The Board also informs shareholders that Olivier Placca and Patrick Renouvin were co-opted as directors at the Board of Directors' meeting of 23 October 2024, to replace Michael Gollner and Yves de Thalouët, respectively, who resigned their directorships after reaching the 12 year threshold. The Board asks shareholders to ratify their co-optation and/or appointment for a further term of four years.

Finally, the Board asks shareholders to appoint Michael Gollner as Board observer for a term of four years, to continue to benefit, in an advisory capacity, from his expertise in the fields of finance, control and risk management.

It is specified that the Board of Directors, on the recommendation of the Appointments, Governance and Corporate Responsibility Committee, considers that, amongst the directors that shareholders are asked to appoint and/or ratify their cooptation, Olivier Placca and Patrick Renouvin qualify as independent with regard to the independence criteria set out in the Middledent Code adopted by the Company as its reference Code for corporate governance issues. In this respect, it is stated in particular that these individuals have no business relations with the Group.

Fourteenth resolution

Reappointment of Nicole-Claude Duplessix as a director

The General Meeting decides to reappoint Nicole-Claude Duplessix as director for a term of four years, expiring at the end of the General Meeting held in 2029 and called to approve the financial statements for the previous fiscal year.

Fifteenth resolution

Ratification of the cooptation of Olivier Placca as a director

The General Meeting ratifies the provisional appointment as director of Olivier Placca by the Board of Directors' meeting of 23 October 2024 to replace Michael Gollner following his resignation, for the remainder of his predecessor's term of office, *i.e.* until the end of the General Meeting held in 2025 and called to approve the financial statements for the previous fiscal year.

EXPLANATORY STATEMENT AND PROPOSED RESOLUTIONS

Explanatory statement and proposed resolutions

Sixteenth resolution

Reappointment of Olivier Placca as a director

The General Meeting decides to reappoint Olivier Placca as director for a term of four years, expiring at the end of the General Meeting held in 2029 and called to approve the financial statements for the previous fiscal year.

Seventeenth resolution

Ratification of the cooptation of Patrick Renouvin as a director

The General Meeting ratifies the provisional appointment as director of Patrick Renouvin by the Board of Directors' meeting of 23 October 2024 to replace Yves de Thalouët following his resignation, for the remainder of his predecessor's term of office, i.e. until the end of the General Meeting held in 2027 and called to approve the financial statements for the previous fiscal year.

Eighteenth resolution

Ratification of the cooptation of Michael Gollner as a Board observer

The General Meeting ratifies the provisional appointment as Board observer of Michael Gollner by the Board of Directors' meeting of 23 October 2024.

Nineteenth resolution

Reappointment of Michael Gollner as a Board observer

The General Meeting decides to reappoint Michael Gollner as Board observer for a term of four years, expiring at the end of the General Meeting held in 2029 and called to approve the financial statements for the previous fiscal year.

e) **Renewal of the terms of office as principal Statutory Auditor and Statutory Auditor responsible for certifying sustainability information (20th to 23rd resolutions)**

EXPLANATORY STATEMENT

The Board reminds shareholders that the terms of office as joint principal Statutory Auditors of Forvis Mazars (formerly Mazars) and Aca Nexia expire at the end of the next General Meeting. The renewal of their terms of office is recommended.

Shareholders are also reminded that their terms of office as Statutory Auditors responsible for certifying sustainability information, awarded for the first time at the previous Ordinary General Meeting, expire at the same date. After a rigorous selection process and with a year's hindsight and taking into account their strengths (see Section 8.2.1 d) of the 2023 Universal Registration Document) and the quality of the services provided by these two firms, the Audit Committee recommends their reappointment for a period equivalent to that of their new term of office as principal Statutory Auditors.

Shareholders are therefore asked to reappoint Forvis Mazars and Aca Nexia as Statutory Auditors for two engagements: (i) the audit and certification of the annual and consolidated financial statements and (ii) the certification of the sustainability information, in each case for a period of six years, that is until the end of the General Meeting called to approve the financial statements for the year ending 31 December 2030.

Twentieth resolution

Reappointment of Forvis Mazars as principal Statutory Auditor

The General Meeting, at the proposal of the Board of Directors, reappoints Forvis Mazars, whose term of office expires at the end of this General Meeting, as principal Statutory Auditor for a period of six fiscal years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2031 and called to approve the financial statements for the year ending 31 December 2030.

Forvis Mazars indicated that it accepted these duties and that it was not subject to any incompatibility or prohibition that would prevent its appointment.

Twenty-first resolution

Reappointment of Aca Nexia as principal Statutory Auditor

The General Meeting, at the proposal of the Board of Directors, reappoints Aca Nexia, whose term of office expires at the end of this General Meeting, as principal Statutory Auditor for a period of six fiscal years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2031 and called to approve the financial statements for the year ending 31 December 2030.

Aca Nexia indicated that it accepted these duties and that it was not subject to any incompatibility or prohibition that would prevent its appointment.

Twenty-second resolution**Reappointment of Forvis Mazars as Statutory Auditor responsible for certifying sustainability information**

The General Meeting, at the proposal of the Board of Directors, reappoints Forvis Mazars, whose term of office expires at the end of this General Meeting, as Statutory Auditor responsible for certifying sustainable information for a period of six fiscal years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2031 and called to approve the financial statements for the year ending 31 December 2030.

Forvis Mazars indicated that it accepted these duties and that it was not subject to any incompatibility or prohibition that would prevent its appointment.

Twenty-third resolution**Reappointment of Aca Nexia as Statutory Auditor responsible for certifying sustainability information**

The General Meeting, at the proposal of the Board of Directors, reappoints Aca Nexia, whose term of office expires at the end of this General Meeting, as Statutory Auditor responsible for certifying sustainable information for a period of six fiscal years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2031 and called to approve the financial statements for the year ending 31 December 2030.

Aca Nexia indicated that it accepted these duties and that it was not subject to any incompatibility or prohibition that would prevent its appointment.

f) Share buyback programme (24th 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 19 November 2026 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;
- 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;
- 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 24th 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, representing a maximum total amount of €178,477,164 that the Company may devote to share purchases (excluding acquisition costs).

Twenty-fourth 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, 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 16 May 2024 in its fourteenth 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;
- 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;
- pursuing any other objective which is authorised or will be authorised by the regulations in force.

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. 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 €178,477,164.

The General Meeting grants full powers to the Board of Directors 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 concerning share cancellations (25th resolution)

EXPLANATORY STATEMENT

Given the cancellation objective provided for in the 24th resolution of this General Meeting, it is proposed to supplement this authorisation with an authorisation enabling the Board of Directors to reduce the share capital by cancelling all or part of the shares purchased under Article L. 22-10-62 of the French Commercial Code (purchase authorisation explained above), up to a maximum of 10% of the share capital calculated on the day of the cancellation decision, after deducting any shares cancelled during the previous 24 months. This authorisation would be granted for a period of twenty-six (26) months.

Twenty-fifth resolution

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

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

1. authorises the Board of Directors to cancel, on one or more occasions and at its sole discretion, within the limit of 10% of the share capital calculated on the cancellation decision date, less any shares cancelled in the previous 24 months, the shares that the Company holds or may hold following

buybacks performed in accordance with Article L. 22-10-62 of the French Commercial Code and reduce the share capital by the same amount in accordance with prevailing laws and regulations;

2. sets the period of validity of this authorisation at twenty-six months, commencing the date of this General Meeting;
3. grants full powers to the Board of Directors to perform the transactions necessary for such cancellations and the corresponding share capital reductions, amend the Articles of Association accordingly and complete the required formalities.

b) Resolutions concerning financial delegations and authorisations (26th to 32nd resolutions)

EXPLANATORY STATEMENT

Most of the delegations of authority granted by previous General Meetings to the Board of Directors to increase the share capital, with or without preferential subscription rights, expire in July 2025.

The statement of current delegations and authorisations granted by the General Meeting to the Board of Directors and the statement of delegations and authorisations used by the Board of Directors is presented in Section 7.5 of the 2024 Universal Registration Document.

The Board of Directors therefore asks shareholders to renew these delegations of authority for a period of twenty-six (26) months, by approving the 26th to 32nd resolutions to enable it, if necessary, to launch, at the time it considers appropriate, the financial transactions best adapted to the financing requirements of the Group's development and the opportunities available on the market.

The share capital increases potentially resulting from these resolutions may be performed (i) by capitalising reserves, profits, issue premiums or other amounts that may be capitalised and issuing shares and granting bonus shares, or increasing the par value of existing ordinary shares, or a combination of these two methods (26th resolution), (ii) by issuing ordinary shares and/or securities granting access to share capital and/or debt securities, with retention of preferential subscription rights (27th resolution), (iii) by issuing ordinary shares or securities granting access to share capital, without preferential subscription rights, in consideration for contributions-in-kind granted to the Company and consisting of equity securities or securities granting access to share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, outside of a public exchange offer (31st resolution).

Share capital increases may also be performed by issuing ordinary shares granting, where applicable, access to ordinary shares or conferring entitlement to the allocation of debt securities, and/or securities granting access to ordinary shares, (i) with cancellation of preferential subscription rights through an offering referred to in Section 1 of Article L.411-2 of the French Monetary and Financial Code (29th resolution), (ii) with cancellation of preferential subscription rights through a public offering (excluding offerings referred to in Section 1 of Article L. 411-2 of the French Monetary and Financial Code), and/or in consideration for securities as part of a public exchange offering (28th resolution).

The issue ceilings applicable to issues performed pursuant to the 26th to 29th and 31st resolutions would be as follows:

- €20 million par value amount for share capital increases that may result from the 26th resolution;
- 50% of the share capital for share capital increases that may result from the 27th resolution;
- 10% of the share capital for share capital increases that may result from the 28th, 29th and 31st resolutions, increased to 20% of the share capital for the 28th resolution in the event of priority rights;
- excluding each time the par value amount of share capital increases necessary to safeguard, under the law or under any applicable contractual agreement providing for other cases of safeguard, the rights of holders of securities granting access to the Company's share capital, share subscription or purchase options or rights to the grant of free shares;
- the overall nominal amount of Company debt securities that may be issued may not exceed (i) €200,000,000 pursuant to the 27th and 28th resolutions of this General Meeting and (ii) €100,000,000 pursuant to the 29th resolution of this General Meeting;
- it being specified that all share capital increases likely to result from the 27th, 28th, 29th and 31st resolutions of this General Meeting would be subject to an overall maximum par value equal to 50% of the share capital as set forth in the 32nd resolution of this General Meeting. The €20 million ceiling set forth in the 26th resolution of this General Meeting is an independent ceiling.

In addition, pursuant to the terms of the 30th resolution presented for your vote, the Board of Directors could also decide, for each of the issues performed pursuant to the 27th to 29th resolutions, to increase the number of ordinary shares and/or securities granting access to ordinary shares of the Company, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, subject to the ceilings set by this General Meeting.

Twenty-sixth resolution

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

The General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, and pursuant to the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors the authority to increase the share capital, on one or more occasions, at the times and in the manner it determines, by capitalising reserves, profits, premiums or other amounts that may be capitalised, and issuing shares and granting bonus shares or increasing the par value amount of existing ordinary shares, or a combination of these two methods;
2. decides, should the Board of Directors use this delegation, pursuant to Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, that in the case of a share capital increase in the form of a bonus share grant, fractional rights will not be negotiable or transferable and the corresponding equity securities will be sold; the proceeds from the sale will be allocated to those holding the rights within the deadline provided for in the regulations;
3. sets the period of validity of this delegation at twenty-six months, commencing the date of this General Meeting;
4. decides that share capital increases pursuant to this resolution may not exceed the par value amount of €20,000,000, without taking into account the par value amount of share capital increases required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital. This limit is separate from all the limits set forth in the other resolutions of this General Meeting;

5. grants the Board of Directors full powers to implement this resolution, and, generally, take all measures and carry out all formalities required to ensure proper completion of each share capital increase, record such completion and amend the Articles of Association accordingly;
6. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

Twenty-seventh resolution

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

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code and, specifically, Articles L. 225-129-2, L. 228-92 and L. 225-132 *et seq.*:

1. delegates to the Board of Directors the authority to issue, free of charge or at cost, on one or more occasions, and in the proportions and at the times it determines, on the French and/or international market, either in euros or in foreign currency or any other unit of account established in reference to a collection of currencies:
 - ordinary shares,
 - and/or securities granting access to share capital and/or debt securities;
2. sets the period of validity of this delegation at twenty six months, commencing the date of this General Meeting;
3. decides to set, as follows, limits on the authorised issue amounts should this authorisation be used by the Board of Directors. The overall par value amount of ordinary shares that may be issued pursuant to this delegation may not exceed 50% of the share capital at the date of this General Meeting.

The par value amount of share capital increases required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital will be added to this amount.

This amount is deducted from the overall maximum par value amount of ordinary shares set in the 32nd resolution of this General Meeting.

The nominal amount of Company debt securities that may be issued pursuant to this delegation may not exceed €200,000,000.

This amount is deducted from the maximum nominal amount of debt securities set in the 32nd resolution of this General Meeting;

4. should the Board of Directors use this authorisation for the issues indicated in 1) above:
 - A. decides that the issue(s) of ordinary shares or securities granting access to share capital will be reserved in preference for shareholders who can subscribe in priority,
 - B. decides that, if the entire issue indicated in 1) above is not taken up through priority subscriptions, and where necessary, non-priority subscriptions, the Board of Directors may use the following options:
 - limit the issue amount to the amount of subscriptions, within the limits set forth in the regulations,
 - freely allocate all or part of the unsubscribed securities,
 - offer to the public all or part of the unsubscribed securities;
5. decides that Company share subscription warrants may be issued by offer of subscription or bonus grant to holders of existing shares, it being specified that the Board of Directors may decide that fractional allocation rights will not be negotiable and the corresponding securities will be sold;
6. decides that the Board of Directors will have, within the limits set forth above, the powers required to determine the conditions of the issue(s) and the issue price, where applicable, record completion of the resulting share capital increases, amend the Articles of Association accordingly, charge, at its sole discretion, the expenses generated by the share capital increases to the corresponding premium amounts and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new share capital following each increase, and more generally, carry out the necessary formalities;
7. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

Twenty- eighth resolution

Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to share capital and/or debt securities, with cancellation of preferential subscription rights, through a public offering (excluding the offers set out in Section 1 of Article L. 411-2 of the French Monetary and Financial Code), and/or in consideration for securities as part of a public exchange offering

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code and, specifically, Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors the authority to issue, on one or more occasions, and in the proportions and at the times it determines, on the French and/or international market, through an offering to the public excluding offerings referred to in Section 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currency or any other unit of account established in reference to a collection of currencies:
 - ordinary shares,
 - and/or securities granting access to share capital and/or debt securities.

These securities may be issued in consideration for securities that may be contributed to the Company, as part of a public exchange offer pursuant to the terms of Article L. 22-10-54 of the French Commercial Code;

2. sets the period of validity of this delegation at twenty six months, commencing the date of this General Meeting;
3. the overall par value amount of ordinary shares that may be issued pursuant to this delegation may not exceed 20% of the share capital at the date of this General Meeting, it being specified that this limit shall be reduced to 10% of the share capital in the absence of priority rights.

The par value amount of share capital increases required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital will be added to this amount.

This amount is deducted from the overall maximum par value amount of ordinary shares set in the 32nd resolution of this General Meeting.

The nominal amount of Company debt securities that may be issued pursuant to this delegation may not exceed €200,000,000.

This amount is deducted from the maximum nominal amount of debt securities set in the 32nd resolution of this General Meeting;

4. decides to cancel the preferential subscription rights of shareholders to ordinary shares and securities granting access to share capital and/or debt securities covered by this resolution, whilst giving the Board of Directors the authority to grant shareholders a priority right, in accordance with law;
5. decides that the amount payable or that will be payable to the Company for each of the ordinary shares issued under this delegation of authority, after considering, if issuing independent share subscription warrants, the issue price of these warrants, will be at least equal to the weighted average over the last three trading sessions of the Euronext Paris regulated market preceding the offering start date, after correction, if necessary, of this amount for differences in dividend ranking dates and potentially less a maximum discount of 10%;
6. decides, if issuing securities in consideration for securities contributed as part of a public exchange offer, that the Board of Directors will have, within the terms set out in Article L. 22-10-54 of the French Commercial Code and the limits determined above, the powers required to determine the list of securities contributed for exchange, to determine the issue conditions, to set the exchange ratio and, where applicable, the amount of the cash balance to be paid, and to determine the issue terms;
7. decides that, if the entire issue indicated in 1) above is not taken up by subscriptions, the Board of Directors may use the following options:
 - limit the issue amount to the amount of subscriptions, where applicable within the limits set forth in the regulations,
 - freely allocate all or part of the unsubscribed securities;

8. decides that the Board of Directors will have and within the limits set forth above, the powers required to determine the conditions of the issue(s), where applicable, record completion of the resulting share capital increases, amend the Articles of Association accordingly, charge, at its sole discretion, the expenses generated by the share capital increases to the corresponding premium amounts and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new share capital following each increase, and more generally, carry out the necessary formalities;
9. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

Twenty-ninth resolution

Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to share capital and/or debt securities, with cancellation of preferential subscription rights, through an offering referred to in Section 1 of Article L. 411-2 of the French Monetary and Financial Code

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code and specifically Articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-92:

1. delegates to the Board of Directors the authority to issue, on one or more occasions, and in the proportions and at the times it determines, on the French and/or international market, through an offering referred to in Section 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currency or any other unit of account established in reference to a collection of currencies:
 - ordinary shares,
 - and/or securities granting access to share capital and/or debt securities;
2. sets the period of validity of this delegation at twenty six months, commencing the date of this General Meeting;
3. the overall par value amount of ordinary shares that may be issued pursuant to this delegation may not exceed 10% of the share capital as of the date of this Meeting, within the limits set forth in the regulations.

The par value amount of share capital increases required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital will be added to this amount.

This amount is deducted from the overall maximum par value amount of ordinary shares set in the 32nd resolution of this General Meeting.

The nominal amount of Company debt securities that may be issued pursuant to this delegation may not exceed €100,000,000.

This amount is deducted from the maximum nominal amount of debt securities set in the 32nd resolution of this General Meeting;

4. decides to cancel the preferential subscription rights of shareholders to ordinary shares and securities granting access to share capital and/or debt securities covered by this resolution;
5. decides that the amount payable or that will be payable to the Company for each of the ordinary shares issued under this delegation of authority, after considering, if issuing independent share subscription warrants, the issue price of these warrants, will be at least equal to the weighted average over the last three trading sessions of the Euronext Paris regulated market preceding the offering start date, after correction, if necessary, of this amount for differences in dividend ranking dates and potentially less a maximum discount of 10%;
6. decides that, if the entire issue indicated in 1) above is not taken up by subscriptions, the Board of Directors may use the following options:
 - limit the issue amount to the amount of subscriptions, where applicable within the limits set forth in the regulations,
 - freely allocate all or part of the unsubscribed securities;
7. decides that the Board of Directors will have and within the limits set forth above, the powers required to determine the conditions of the issue(s), where applicable, record completion of the resulting share capital increases, amend the Articles of Association accordingly, charge, at its sole discretion, the expenses generated by the share capital increases to the corresponding premium amounts and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new share capital following each increase, and more generally, carry out the necessary formalities;
8. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

Thirtieth resolution

Authorisation to increase the amount of issues decided pursuant to the 27th, 28th and 29th resolutions of this General Meeting

The General Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' special report, decides that for each of the ordinary share or security issues decided pursuant to the 27th to 29th resolutions of this General Meeting, the number of securities to be issued may be increased in accordance with the conditions set forth in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and up to the limit of the ceilings determined by the General Meeting.

Thirtieth-first resolution

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

The General Meeting, after reviewing the Board of Directors' report and Statutory Auditors' special report, and pursuant to Articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code:

1. authorises the Board of Directors to issue, based on the report of the independent appraisers (*commissaires aux apports*), ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, in consideration for contributions-in-kind granted to the Company and consisting of equity securities or securities granting access to share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
2. sets the period of validity of this delegation at twenty six months, commencing the date of this General Meeting;
3. decides that the overall par value amount of ordinary shares that may be issued pursuant to this delegation cannot exceed 10% of the share capital as of the date of this General Meeting, without taking into account the par value amount of the share capital increase required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, rights of holders of various types of securities granting access to the Company's share capital. This amount is deducted from the overall maximum par value amount of ordinary shares set in the 32nd resolution of this General Meeting;
4. delegates full powers to the Board of Directors to approve the valuation of the contributions, decide on the resulting share capital increase, record its completion, charge, where necessary, all expenses and disbursements generated by the share capital increase to the premium amount, deduct from this premium the sums needed to raise the legal reserve to one-tenth of the new share capital amount following each increase, amend the Articles of Association accordingly, and carry out the necessary formalities;
5. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

Thirty-second resolution**Overall limit on the delegations provided for in the 27th, 28th, 29th and 31st resolutions of this General Meeting**

The General Meeting, having reviewed the Board of Directors' report, sets at:

- 50% of the share capital at the date of this Meeting, the overall par value amount of shares that may be issued, immediately or in the future, pursuant to the 27th, 28th, 29th and 31st resolutions of this General Meeting, it being specified that, where applicable, the par value amount of the
- share capital increase required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital will be added to this amount;
- €200,000,000, the overall nominal amount of Company debt securities that may be issued pursuant to the 27th, 28th and 29th resolutions of this General Meeting.

c) Resolutions concerning employee share-based incentive schemes (33rd to 35th resolutions)**EXPLANATORY STATEMENT**

Shareholders are asked to grant the Board of Directors the authority, as they see fit:

- to increase the share capital, on one or more occasions, by issuing ordinary shares and/or securities granting access to the Company's share capital, with cancellation of preferential subscription rights, reserved for members of a Company savings plan. The maximum share capital increase amount in view of this delegation would be set at 3% of share capital, it being specified that this amount would be independent and separate from any other share capital increase ceilings (see previous and following resolutions). Where applicable, the par value amount of the share capital increase required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital will be added to this amount. This delegation would be granted for a period of 26 months (33rd resolution). This resolution seeks to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which as Extraordinary General Meetings are required to vote on delegations of authority that may lead to a share capital increase for cash, immediately or in the future, they must also vote on delegations of authority in favour of members of a Company savings plan;
- to implement, by the Company, a free share grant programme aimed at giving eligible employees or company officers a stake in the 74Software Group. The potential total number of free shares granted may not exceed 5% of the Company's share capital on the date of the Board of Directors' grant decision, not taking into account the number of shares to be issued, if applicable, pursuant to the adjustments required to preserve the rights of the beneficiaries of free share grants. This delegation would be granted for a period of thirty-eight (38) months (34th resolution);
- to increase the share capital, on one or more occasions, using as an instrument either share subscription options or share right grants. The total number of options or rights that may be granted may not exceed 1% of the Company's share capital on the date of the Board of Directors' grant decision, not taking into account the adjustments required to preserve the rights of the beneficiaries. This delegation would be granted for a period of thirty-eight (38) months (35th resolution).

Thirty-third resolution

Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities granting access to share capital, with cancellation of preferential subscription rights, for members of a Company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code; duration of the delegation of authority, maximum par value amount of the share capital increase, issue price, ability to grant free shares pursuant to Article L. 3332-21 of the French Labour Code

The General Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' special report, and pursuant to the provisions of Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code:

1. delegates its authority to the Board of Directors, at its discretion, to increase the share capital on one or several occasions, by issuing ordinary shares or securities granting access to the Company's shares to members of one or several Group or Company savings plans established by the Company and/or its French or non-French affiliates within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code.
2. cancels, in favour of these individuals, preferential subscription rights to shares and securities which could be issued under this delegation.
3. sets the period of validity of this delegation at twenty-six months, commencing the date of this General Meeting.

4. limits the maximum par value amount of the increases resulting from this delegation to 3% of the share capital on the date of the Board of Directors' decision to perform this increase. This amount is separate from any other ceiling on share capital increases. The par value amount of share capital increases required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of holders of various types of securities granting access to the Company's share capital will be added to this amount;
5. decides that the price of shares to be issued, pursuant to 1) of this delegation, may not be more than 30% lower, or 40% lower if the lock-up period indicated in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is equal to or longer than ten years, than the average listed price of the share during the 20 trading sessions on the Euronext Paris regulated market preceding the decision determining the subscription start date, nor higher than this average.
6. decides, pursuant to the provisions of Article L. 3332-21 of the French Labour Code, that the Board of Directors can provide for the free allocation, to the beneficiaries defined in the first paragraph above, of shares to be issued or already issued, or other securities granting access to the Company's share capital to be issued or already issued, for (i) the employer contribution which could be paid pursuant to the regulations of the Group or Company savings plan, and/or (ii) where applicable, the discount, and could decide, if issuing new shares for the discount and/or employer contribution, to capitalise the reserves, profits or premiums required to pay up the shares.
7. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

The Board of Directors may or may not implement this delegation, take all measures and perform the required formalities.

Thirty-fourth resolution

Authorisation to the Board of Directors, for a period of 38 months, to grant free shares to eligible employees and/or company officers of the Company and affiliated companies and economic interest groups, up to a maximum of 5% of the share capital, with waiver by shareholders of their preferential subscription rights

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors, on one or more occasions, pursuant to Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to grant ordinary shares of the Company, existing or to be issued, to:

- employees of the Company or companies or economic interest groups directly or indirectly affiliated with the Company within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or company officers meeting the conditions set by Article L. 225-197-1 of the French Commercial Code.

The total number of free shares granted under this authorisation may not exceed 5% of the share capital at the date of the grant decision.

Where applicable, the par value amount of the share capital increase required to safeguard the rights of beneficiaries of free share grants in the event of transactions in the Company's share capital during the vesting period will be added to this ceiling.

Shares will vest to beneficiaries at the end of a vesting period the duration of which will be set by the Board of Directors subject to a minimum of one year.

Beneficiaries will, where applicable, hold the shares during a period, set by the Board of Directors, such that the aggregate duration of the vesting period and, where applicable, the holding period is not less than two years.

As an exception, shares will vest before the end of the vesting period in the event of invalidity of the beneficiary corresponding to a category 2 or 3 classification pursuant to Article L. 341-4 of the French Social Security Code.

Full powers are conferred on the Board of Directors to:

- set the conditions and, where appropriate, the vesting criteria for the shares;
- determine the identity of the beneficiaries and the number of shares granted to each beneficiary;
- where applicable:
 - duly note the existence of sufficient reserves and, at each grant, transfer to a blocked reserve account the amounts necessary to fully pay up the new shares to be granted,
 - decide, when the time comes, the share capital increase(s) by capitalisation of reserves, profits or issue premiums, relating to the issue of new free shares,
 - purchase the necessary shares under the share buyback programme and allocate them to the grant,
 - determine the impact on beneficiary rights of transactions modifying the share capital or likely to impact the value of shares granted, performed during the vesting period, and accordingly adjust or modify, where necessary, the number of shares granted to preserve the rights of beneficiaries,
 - decide whether or not to set a holding obligation at the end of the vesting period and, where applicable, determine the duration and take all useful measures to ensure compliance by the beneficiaries,
 - determine the conditions relating to the performance of the Company, Group or entities that will apply to the grant of shares to executive officers of the Company and, where applicable, those that would apply to the grant of shares to employees, as well as the criteria according to which shares will be granted, it being understood that in the event of the grant of shares without performance conditions, such shares may not be granted to the Chief Executive Officer or the Deputy Chief Executive Officer of the Company and may not exceed 33% of grants authorised by the General Meeting,
 - and, more broadly, do everything necessary to the implementation of this authorisation within the context of prevailing legislation.

This authorisation will entail as of right waiver by shareholders of their preferential subscription rights to the new shares issued by capitalisation of reserves, profits or issue premiums.

It is granted for a period of thirty-eight (38) months from the date of this General Meeting.

It supersedes, from this day forth, the unused portion of any previous delegation with the same purpose, where applicable.

Thirty-fifth resolution

Authorisation to the Board of Directors, for a period of 38 months, to grant share subscription and/or purchase options to eligible employees and/or company officers of the Company and affiliated companies and economic interest groups, with waiver by shareholders of their preferential subscription rights

The General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

1. authorises the Board of Directors, pursuant to the provisions of Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code, to grant, on one or more occasions, to the beneficiaries detailed below, options granting entitlement to subscribe for new shares of the Company to be issued in the form of a share capital increase or to purchase existing shares of the Company resulting from buybacks performed under the conditions provided by law;
2. sets the period of validity of this authorisation at thirty-eight months, commencing the date of this General Meeting;
3. decides that the beneficiaries of these options may only be:
 - some or all employees, or certain employee categories, of the Company and, where appropriate, the companies or economic interest groups affiliated to the Company pursuant to Article L. 225-180 of the French Commercial Code,
 - company officers meeting the conditions set by Article L. 225-185 of the French Commercial Code;
4. the total number of options that may be granted by the Board of Directors under this authorisation may not grant entitlement to subscribe or purchase a number of shares exceeding 1% of the share capital at the grant date. Where applicable, the par value amount of the share capital increase required to safeguard, in accordance with law and, where applicable, contractual provisions setting forth other safeguard measures, the rights of beneficiaries of options in the event of transactions in the Company's share capital will be added to this ceiling;
5. decides that the share subscription and/or purchase price will be set on the option grant date, it being specified that this price may not be less than the average listed price of the Company's share on the Euronext Paris regulated market during the twenty (20) trading sessions preceding the option grant date, and may not be less than the limits set by regulation;
6. decides that no options may be granted during the lock-up period set by regulation;
7. acknowledges that this authorisation includes the express waiver by shareholders of their preferential subscription rights to the shares that will be issued as the options are exercised, in favour of beneficiaries of the share subscription options;
8. delegates full powers to the Board of Directors to set the other terms and conditions of grant of the options and their exercise and notably to:
 - determine the list or categories of beneficiaries, as provided below and set the conditions under which options will be granted, which may include the attainment of one or more quantitative performance and/or presence conditions set by the Board of Directors and clauses forbidding the immediate sale of all or some of the shares, without the period during which shares must be held exceeding three years from the option exercise date. By derogation from the above, the Board of Directors, under the conditions set by law for executive officers, may impose clauses forbidding the exercise of options before the cessation of their duties or the immediate sale of shares with an obligation to hold some or all of the shares resulting from the exercise of the options in registered form until cessation of their duties,
 - decide the conditions under which the price and number of shares must be adjusted, notably in the scenarios provided in Articles R. 225-137 to R. 225-142 of the French Commercial Code,
 - set the period or periods during which the options granted may be exercised, it being specified that the option term may not exceed eight years, commencing the grant date. This period may not, however, expire less than six (6) months after the end of a period during which company officers are forbidden from exercising such options by the Board of Directors pursuant to Article L. 225-185 of the French Commercial Code and will be extended accordingly,
 - provide the ability to temporarily suspend the exercise of options during a maximum period of three months in the event of financial transactions involving the exercise of share rights,
 - where appropriate, purchase the necessary shares under the share buyback programme and allocate them to the option plan,
 - complete or have another party complete all acts and formalities to finalise the share capital increase(s) that may be performed, where applicable, pursuant to the authorisation subject to this resolution; amend the Articles of Association accordingly and generally do all that is necessary,
 - at its sole decision and if it considers it necessary, charge the cost of the share capital increases against the amount of the corresponding premiums and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new share capital after each increase;
9. acknowledges that this delegation supersedes, from this day forth, the unused portion of any previous authorisation with the same purpose, where applicable.

d) Resolutions concerning amendments to the Articles of Association
(36th to 41st resolutions)

EXPLANATORY STATEMENT

Legislative developments have been rich in recent months, notably with the publication of the “Attractiveness” law (Law no. 2024-537 of 13 June 2024). In particular, this law promotes remote consultations and meetings for General Shareholders’ Meetings and decision-making bodies of commercial companies, thus allowing for greater flexibility and participation. The Board of Directors may now envisage holding the meeting called to approve the financial statements remotely (37th, 38th and 40th resolutions).

Other legislative and regulatory developments have, moreover, clarified or amended texts relating to the compensation of the Chairman of the Board of Directors and the procedure for restoring shareholders’ equity when it falls below half of the share capital. (36th and 41st resolutions).

Finally, the Board proposes to simplify the procedure for the appointment of Board Observers (39th resolution)

The General Shareholders’ Meeting is therefore asked to approve several amendments to the Articles of Association primarily to bring them into line with prevailing laws and regulations (36th to 41st resolutions).

Thirty-sixth resolution

Amendment of Article 15 “Organisation of the Board of Directors” of the Articles of Association, to clarify the determination of the compensation of the Chairman of the Board of Directors

The General Meeting, after reviewing the Board of Directors' report, decides:

- to amend Article 15 “Organisation of the Board of Directors” of the Articles of Association, to clarify the determination of the compensation of the Chairman of the Board of Directors;
- to amend accordingly and as follows paragraph 1 of Article 15 of the Articles of Association, with the remainder of the Article unchanged:

Former wording	New wording
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 shall determine his compensation.	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 shall determine his compensation in accordance with prevailing legal provisions.

Thirty-seventh resolution**Amendment of Article 16 “Board deliberations” of the Articles of Association, concerning the use of telecommunication means and recourse to written consultations**

The General Meeting, after reviewing the Board of Directors' report, decides:

- to amend and bring Article 16 “Board deliberations” of the Articles of Association into line with the provisions of Article L. 22-10-3-1 of the Commercial Code, created by Law no. 2024-537 of 13 June 2024, concerning the use of telecommunication means during meetings of the Board of Directors;
- to amend Article 16 “Board deliberations” of the Articles of Association to allow written consultation of members of the Board of Directors, in accordance with the provisions of Article L. 225-37 of the French Commercial Code as amended by Law no. 2024-537 of 13 June 2024;
- to amend accordingly and as follows Article 16 of the Articles of Association:

Former wording	New wording
<p>The Board of Directors meets as often as the Company's interests require it to do so, at the request of its Chairman. The Chief Executive Officer, or if the Board has not met for more than two months, at least one-third of the directors, may request the Chairman, who is bound by such request, to convene a meeting of the Board of Directors on the basis of a predetermined agenda.</p> <p>Meeting notices may be given by any means, even verbally.</p> <p>The Meeting takes place at the registered office or at any other venue stated on the Meeting notice.</p> <p>By way of exception, the Board of Directors may adopt, by written consultation, certain decisions provided for in the regulations in force.</p> <p>The Board can only validly deliberate in the presence of at least half the directors. Decisions are taken on the basis of a majority of votes of members present or represented.</p> <p>In the event of a tie in voting, the Chairman of the Board of Directors has the casting vote. If the Chairman of the Board of Directors is absent, the Chair of the meeting does not have the casting vote in the event of a tie.</p> <p>An attendance sheet is signed by the directors taking part in the Board meeting, either in person or by proxy.</p> <p>Internal regulations shall be defined.</p> <p>The internal regulations may include a provision whereby directors who participate in the Meeting by video conference or telecommunication means that enable them to be identified and guarantee their effective participation, in accordance with prevailing regulations, shall be considered to be present for the purpose of calculating the quorum and majority.</p> <p>This provision does not apply for the adoption of the following decisions:</p> <ul style="list-style-type: none"> ■ the approval of the annual financial statements and consolidated financial statements and the drafting of the management report and Group management report. 	<p>The Board of Directors meets as often as the Company's interests require it to do so, at the request of its Chairman. The Chief Executive Officer, or if the Board has not met for more than two months, at least one-third of the directors, may request the Chairman, who is bound by such request, to convene a meeting of the Board of Directors on the basis of a predetermined agenda.</p> <p>Meeting notices may be given by any means, even verbally.</p> <p>The Meeting takes place at the registered office or at any other venue stated on the Meeting notice.</p> <p>The Board can only validly deliberate in the presence of at least half the directors. Decisions are taken on the basis of a majority of votes of members present or represented.</p> <p>In the event of a tie in voting, the Chairman of the Board of Directors has the casting vote. If the Chairman of the Board of Directors is absent, the Chair of the meeting does not have the casting vote in the event of a tie.</p> <p>An attendance sheet is signed by the directors taking part in the Board meeting, either in person or by proxy.</p> <p>Directors who participate in the Meeting by telecommunication means that enable them to be identified and guarantee their effective participation, in accordance with prevailing regulations, shall be considered to be present for the purpose of calculating the quorum and majority. The internal regulations may provide that certain decisions may not be taken at a meeting held under such conditions.</p>

EXPLANATORY STATEMENT AND PROPOSED RESOLUTIONS

Explanatory statement and proposed resolutions

Former wording	New wording
<p>The deliberations of the Board of Directors are recorded in the minutes, which are prepared in accordance with prevailing legal provisions and signed by the Meeting Chairman and at least one director. In the absence of the Meeting Chairman, they are signed by at least two directors.</p> <p>The copies or extracts of the minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the director temporarily carrying out the duties of Chairman or an officer authorised for this purpose.</p> <p>Where there is a Works Council, representatives of this council, appointed pursuant to the provisions of the French Labour Code, must be invited to attend all meetings of the Board of Directors.</p>	<p>At the initiative of the Chairman of the Board, the Board of Directors may also take decisions by written consultation of its members. In this case, the directors are called upon, at the request of the Chairman of the Board, to decide by any written means, including electronic means, on the decision or decisions addressed to them, within the time limit indicated in the consultation request, which in any event may not be less than three working days following the receipt of the request. A director shall have two working days from the receipt of the request to object to the use of written consultation. In the event of an objection, the Chairman shall immediately inform the other directors and convene a meeting of the Board of Directors. Should a director fail to respond in writing to the Chairman of the Board to the written consultation within the aforementioned time limit and in accordance with the terms and conditions set out in the request, he/she shall be deemed absent and not to have participated in the decision. The decision may only be adopted if at least half of the directors participate in the written consultation, and by a majority vote of participating directors. The Chairman of the Board of Directors is deemed to chair the written consultation and therefore has the casting vote in the event of a tie vote. The internal regulations specify the other terms and conditions of the written consultation not defined by prevailing legal and regulatory provisions or by these Articles of Association.</p> <p>The deliberations of the Board of Directors are recorded in the minutes, which are prepared in accordance with prevailing legal provisions and signed by the Meeting Chairman and at least one director. In the absence of the Meeting Chairman, they are signed by at least two directors.</p> <p>The copies or extracts of the minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the director temporarily carrying out the duties of Chairman or an officer authorised for this purpose.</p> <p>Where there is a Works Council, representatives of this council, appointed pursuant to the provisions of the French Labour Code, must be invited to attend all meetings of the Board of Directors.</p>

Thirty-eighth resolution

Amendment of Article 17 “Powers of the Board of Directors” of the Articles of Association, to bring it into line with Article L. 225-36 of the French Commercial Code

The General Meeting, after reviewing the Board of Directors' report, decides:

- to amend Article 17 “Powers of the Board of Directors” of the Articles of Association in accordance with the provisions of Article L. 225-36 of the French Commercial Code, as amended by Law no. 2024-537 of 13 June 2024, concerning the powers of the Board of Directors to bring the Articles of Association into compliance;
- to amend accordingly and as follows the last paragraph of Article 17 of the Articles of Association, with the remainder of the Article unchanged:

Former wording	New wording
On delegation by the Extraordinary General Meeting, the Board of Directors makes the required changes to the Articles of Association to ensure they comply with legislative and regulatory provisions, subject to ratification of these changes by the next Extraordinary General Meeting.	The Board of Directors may make the required changes to the Articles of Association to ensure they comply with legislative and regulatory provisions, subject to ratification of these changes by the next Extraordinary General Meeting.

Thirty-ninth resolution**Amendment of Article 23 “Board Observers” of the Articles of Association to simply the wording and implementation**

The General Meeting, after reviewing the Board of Directors' report, decides:

- to amend Article 23 “Board Observers” of the Articles of Association to simplify the procedure for provisionally appointing Board Observers;
- to amend accordingly and as follows paragraph 3 of Article 23 of the Articles of Association, with the remainder of the Article unchanged:

Former wording	New wording
In the event of a vacancy of one or more Board Observer positions due to death or resignation, the Board of Directors may make provisional appointments. These appointments are subject to ratification by the next Ordinary General Meeting.	The Board of Directors may provisionally appoint Board Observers at any time, at the recommendation of the Chairman. These appointments are subject to ratification by the next Ordinary General Meeting.

Fortieth resolution**Amendment of Article 29 “Access to General Meetings - Powers - Composition” of the Articles of Association, concerning the use of telecommunication means**

The General Meeting, after reviewing the Board of Directors' report, decides:

- to amend Article 29 “Access to General Meetings – Powers – Composition” of the Articles of Association in accordance with the provisions of Article L. 225-103-1 of the French Commercial Code, as amended by Law no. 2024-537 of 13 June 2024, to replace reference to video conference and telecommunication means, by reference to telecommunication means;
- to amend accordingly and as follows paragraphs 4 and 5 of Article 29 of the Articles of Association, with the remainder of the Article unchanged:

Former wording	New wording
If so decided by the Board of Directors when convening the Meeting, shareholders may also take part by video conference or any other telecommunication means, under the conditions set out by applicable regulation at the time of use. Shareholders who participate in the Meeting via video conference or any other telecommunication means that enable them to be identified and in accordance with legal provisions shall be considered to be present for the purpose of calculating quorum and majority.	If so decided by the Board of Directors when convening the Meeting, shareholders may also take part by telecommunication means under the conditions set out by applicable regulation at the time of use. Shareholders who participate in the Meeting via telecommunication means that enable them to be identified and in accordance with legal provisions shall be considered to be present for the purpose of calculating quorum and majority.

Forty-first resolution**Amendment of Article 40 “Shareholders’ equity below 50% of the share capital” of the Articles of Association, to bring it into line with Article L. 225-248 of the French Commercial Code**

The General Meeting, after reviewing the Board of Directors' report, decides:

- to bring Article 40 “Shareholders' equity below 50% of the share capital” of the Articles of Association into line with the provisions of Article L. 225-248 of the French Commercial Code as amended by Law no. 2023-171 of 9 March 2023, concerning the procedure applicable when shareholders' equity is less than half of the share capital;
- to amend accordingly and as follows paragraph 2 of Article 40 of the Articles of Association, with the remainder of the Article unchanged:

Former wording	New wording
If dissolution is not pronounced, the share capital shall, subject to legal provisions relating to minimum share capital in public limited companies (<i>sociétés anonymes</i>), be reduced within the period laid down by law by an amount equal to the losses which could not be charged to reserves if, within that period, the shareholders' equity has not returned to at least half of the share capital.	If dissolution is not pronounced, the Company shall restore its shareholders' equity or reduce its share capital in accordance with prevailing legal and regulatory conditions.

Resolutions presented for the approval of the Ordinary General Meeting

Powers to perform legal formalities (41st 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 20 May 2025 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.

Forty-first 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.

The Board of Directors

Notes

Notes

Dotted lines for note-taking.

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

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

☐ Mrs ☐ Ms ☐ Mr (*check the box*)

First name:

Last name:

N°: Street:

Postal code: City:

Country:

As the owner⁽¹⁾ 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 : 2025
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.



⁽¹⁾ 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

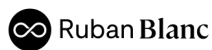


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