COMBINED ANNUAL GENERAL MEETING OF JUNE 8, 2022

Agenda

Ordinary business:

1. Approval of the annual financial statements for the year ended 31 December 2021,
2. Approval of the consolidated financial statements for the year ended 31 December 2021,
3. Appropriation of net income for the year now ended and determination of the dividend,
4. Statutory Auditors' report on related-party agreement - Determination that there is no new agreement,
5. Reappointment of the firm EXA as statutory auditor,
6. Non-reappointment and non-replacement of Mr. Norbert TRESFELS as alternate statutory auditor,
7. Reappointment of DELOITTE et Associés as statutory auditor,
8. Non-reappointment and non-replacement of the firm BEAS as alternate auditor,
9. Reappointment of Mr. Éric WUILLAI as a director,
10. Appointment of Mrs. Joséphine LELONG-CHAUSSIER, to replace Mrs. Sophie MALARME-LECLOUX, as a director,
11. Reappointment of Mr. Guy DUPONT as a director,
12. Appointment of the TOLEFI company to replace Mrs. Guillemette GUILBAUD as a director,
13. Non-reappointment and non-replacement of Mr. Jean-Marc HEYNDERICKX as a director,
14. Approval of the compensation policy for the Chairman and CEO,
15. Approval of the compensation policy for members of the Board of Directors,
16. Approval of the disclosures required by Article L. 22-10-9 (I) of the French Commercial Code,
17. Approval of the fixed salary, bonus and exceptional components making up the total compensation and benefits paid during or awarded in respect of the year now ended to Eric Wuillai, Chairman and CEO,
18. Authorization to be given to the Board of Directors to buy back the company's own shares pursuant to Article L. 22-10-62 of the French Commercial Code, length of the authorization, purposes, practical arrangements, cap,

Extraordinary business:

19. Delegation of authority to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of capital increase, treatment of fractional shares,
20. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a group company), and/or to debt securities, with preferential subscription rights, duration of the delegation, maximum nominal amount of capital increase, option to offer unsubscribed securities

to the public,

21. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a Group company) and/or to debt securities, with waiver of preferential subscription rights, by way of a public offering (excluding the offers referred to in point 1 of Article L. 411-2 of the French Monetary and Financial Code), and/or as consideration for securities in the context of a public exchange offer, duration of delegation, maximum nominal amount of capital increase, issue price, option of restricting the subscription to the amount subscribed or of distributing the unsubscribed securities,
22. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or of a group company) and/or to debt securities, with waiver of preferential subscription right by means of an offer referred to in point 1 of Article L. 411-2 of the French Monetary and Financial Code, duration of delegation, maximum nominal amount of capital increase, issue price, option of limiting the amount of subscriptions or of distributing any unsubscribed securities,
23. Authorization to increase issue amounts,
24. Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the capital with waiver of preferential subscription rights in favor of subscribers to a company savings plan in accordance with Articles L. 3332-18 et seq. of the French Labor Code, duration of delegation, maximum nominal amount of capital increase, issue price, option to grant bonus shares in accordance with Article L. 3332-21 of the French Labor Code,
25. Overall limit on capital increase amounts authorized under the 20th to 22nd and 24th resolutions of this Meeting,
26. Power to carry out formalities

Summary of resolutions

Ordinary business:

First resolution

The General Meeting, duly apprised of the reports of the Board of Directors and the Statutory Auditors on the year ended on 31 December 2021, approves, as presented, the annual financial statements prepared to that date showing a net income of €9,361,031.51.

Second resolution

The General Meeting, duly apprised of the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the year ended on 31 December 2021, approves, as presented, these financial statements showing a net income attributable to equity holders of the parent of €15,723,616.13.

Third resolution

The General Meeting, based on the recommendation of the Board of Directors, resolves to appropriate the net income for the year ended on 31 December 2021 as follows:

Source of funds	
- Net income for the year	€9,361,031.51
- Retained earnings	€27,794,070.01
Earnings for appropriation	
Appropriation	
- Statutory reserve	€1,320.14
- Other reserves	€864,734.64
- Dividends of €0.24 per share	€8,771,374.56
- Retained earnings	€27,517,672.18

The General Meeting notes that the total gross dividend attributable per share works out at €0.24.

When paid to individuals domiciled for tax purposes in France, shareholders can opt for either a flat-rate levy of 12.8% to be applied to the gross dividend (Article 200 A of the French General Tax Code) or, should the taxpayer expressly and irrevocably elect for this option to be applied in respect of all their income, for income tax to be applied at their marginal rate after a 40% rebate (Articles 200 A(2) and 158 (2)(2) of the French General Tax Code). Social security levies of 17.2% are also applied to the dividend.

The ex-dividend date is 14 June 2022.

The dividend payment date is 16 June 2022.

Fourth resolution

After considering the Statutory Auditors' special report mentioning the absence of any new agreement of the type referred to in Articles L. 225-38 et seq, the General Meeting purely and solely makes a note of this.

Fifth resolution

The General Meeting decides to reappoint the firm EXA, whose term of office expires at the end of this Meeting, as a statutory auditor for a term of office of six years due to expire at the close of the General Meeting to be held in 2028.

The firm EXA has indicated that it is willing to perform these duties.

Sixth resolution

The Shareholders' Meeting resolves, after noting that Mr. Norbert TRESFELS' duties as alternate auditor expire at the end of this Meeting, not to renew or replace his appointment, as required by law.

Seventh resolution

The General Meeting decides to reappoint the firm DELOITTE et Associés, whose term of office expires at the end of this Meeting, as a statutory auditor for a term of office of six years due to expire at the close of the General Meeting to be held in 2028.

The firm DELOITTE et Associés has indicated that it is willing to perform these duties.

Eighth resolution

The Shareholders' Meeting resolves, after noting that the firm BEAS' duties as alternate auditor expire at the end of this Meeting, not to renew or replace its appointment, as required by law.

Ninth resolution

The General Meeting decides to reappoint Mr. Éric WUILLAI as a director for a term of office of three years due to expire at the close of the General Meeting to be held in 2025.

Tenth resolution

The General Meeting decides to appoint Mrs. Joséphine LELONG-CHAUSSIER to replace Mrs. Sophie MALARME-LECLOUX as a director for a term of office of four years due to expire at the close of the General Meeting to be held in 2026.

Eleventh resolution

The General Meeting decides to reappoint Mr. Guy DUPONT as a director for a term of office of three years due to expire at the close of the General Meeting to be held in 2025.

Twelfth resolution

The General Meeting decides to appoint the firm TOLEFI to replace Mrs. Guillemette GUILBAUD as a director for a term of office of four years due to expire at the close of the

General Meeting to be held in 2026.

Thirteenth resolution

The Shareholders' Meeting, having noted that the term of office as Director of Mr. Jean-Marc Heynderickx expires at the end of this Meeting, decides not to proceed with his renewal or replacement.

Fourteenth resolution

The General Meeting, deliberating in accordance with Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman and CEO presented in section 2.3.1.1 of the corporate governance report in the 2021 annual financial report.

Fifteenth resolution

The General Meeting, deliberating in accordance with Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for members of the Board of Directors presented in section 2.3.1.3 of the corporate governance report in the 2021 annual financial report.

Sixteenth resolution

The General Meeting, deliberating in accordance with Article L. 22-10-34 (I) of the French Commercial Code, approves the disclosures required by Article L. 22-10-9 (I) of the French Commercial Code as stated in section 2.3.2 of the corporate governance report in the 2021 annual financial report.

Seventeenth resolution

The General Meeting, deliberating in accordance with Article L. 22-10-34 (II) of the French Commercial Code, approves the fixed salary, bonus and exceptional components making up the total compensation and benefits of any kind paid during or awarded in respect of the year now ended to M. Eric Wuillai, Chairman and CEO, as presented in section 2.3.3 of the corporate governance report in the 2021 annual financial report.

Eighteenth resolution

The General Meeting, duly apprised of the Board of Directors' report, authorizes the latter for a period of eighteen months, in accordance with Articles L. 225-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code to buy, on one or more occasions, as and when it decides to do so, a number of the company's shares not exceeding 10% of the shares making up the share capital, adjusted, where appropriate, for any increases or reductions in the share capital occurring during the share buyback program.

Shares may be purchased for the purpose of:

- supporting secondary market trading or the liquidity of CBo Territoria shares via an investment service provider acting under a liquidity agreement compliant with practices permitted by the regulations,
- holding the shares purchased and remitting them subsequently in exchange through a merger, demerger or contribution transaction or as consideration in connection with possible acquisitions,

- hedging bonus share purchase option plans and/or bonus share allotment plans (or similar plans) for the benefit of employees and/or corporate officers of the group,
- hedging negotiable securities carrying rights to the allotment of the company's shares pursuant to the regulations in force,
- possibly cancelling the shares acquired, subject to any authorization granted or to be granted by this General Meeting for consideration under extraordinary business.

These share purchases may be carried out by any means, including through the purchase of blocks of shares, and at any time the Board of Directors deems appropriate.

The maximum purchase price is set at €4.70 per share.

The maximum transaction amount is set at €17,177,273.30.

The General Meeting grants full powers to the Board of Directors for the purpose of completing these transactions, laying down the conditions and practical arrangements, and entering into any requisite agreements and carrying out any formalities.

Extraordinary business:

Nineteenth resolution

The General Meeting, duly apprised of 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 such times and on such terms as it shall determine, by incorporation into the capital of reserves, profits, premiums or other sums which can be legally and statutorily capitalized, by the issue and free allocation of shares or by increasing the nominal amount of existing ordinary shares, or by jointly using these two processes.
2) Resolves that in the event the Board of Directors uses this delegation of authority, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase by free share allotments, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the proceeds of the transaction will be allocated to the holders of the rights within the time limit provided for by the regulations.
3) Sets the period of validity of this delegation of authority at twenty-six months from the date of this General Meeting.
4) Resolves that the amount of capital increase under this resolution shall not exceed the nominal amount of €10,000,000, not including the nominal amount of capital increase required to preserve the rights of holders of securities giving access to the company's capital, in accordance with the regulatory provisions and, where applicable, the contractual stipulations providing for other terms of retention.
5) This upper limit is independent of any and all upper limits set by other resolutions made by this General Meeting.
6) Delegates to the Board of Directors full powers to carry out this resolution and, as a rule, to take all measures and carry out all formalities required for each capital increase, record the completion thereof and make the corresponding changes to the bylaws accordingly.
7) Notes that this authorization cancels, as of this date and for the unused portion, any previous delegation for the same purpose.

Twentieth resolution

The General Meeting, duly apprised of the Board of Directors' report and the Statutory Auditors' report on related-party agreements, and pursuant to the provisions of Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq of the French Commercial Code:

1) Delegates to the Board of Directors the authority to issue, free of charge or against payment, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international markets, either in euros or in foreign currencies or in any other unit of account established with reference to a set of currencies,

   - ordinary shares,
   - and/or securities giving access to the capital and/or to debt securities.

   In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may allow access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or more than half of the capital of which it is directly or indirectly owned by it.

2) Sets the period of validity of this delegation of authority at twenty-six months from the date of this General Meeting.

3) Resolves to set the following limits on the amounts of the issues authorized in the event of use by the Board of Directors of this delegation of authority:

   The aggregate nominal amount of any ordinary shares that may be carried out under this delegation of authority may not exceed €12,500,000.

   The nominal amount of debt securities that may be issued pursuant to this delegation of authority may not exceed €40,000,000.

   This upper limit is independent of any and all upper limits set by other resolutions made by this General Meeting.

4) Should the Board of Directors use this delegation of authority in connection with the issues referred to in paragraph 1 above:

   a. resolves that the issue(s) of ordinary shares or securities granting access to the share capital should be reserved first and foremost for shareholders committed to subscribe on an irreducible basis,

   b. decides that if the irreducible subscriptions, and if applicable the reducible subscriptions, have not absorbed the entire issue referred to in point 1), the Board of Directors may use the following options:

      - limit the issue amount to the subscription amount received, where applicable, within the limits provided by the regulations,
      - freely allocate, at its discretion, all or part of the unsubscribed securities,
      - offer to the general public all or part of the unsubscribed securities,

5) Decides that the issue of warrants entitling their holders to subscribe for the Company's shares may be made by a subscription offer but also, by a free allotment to holders of existing shares.

6) Decides that the Board of Directors shall have the necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if any, record the completion of the resulting capital increases, and make the corresponding changes to the bylaws accordingly.

7) Notes that this authorization cancels, as of this date and for the unused portion, any previous delegation for the same purpose.

Twenty-first resolution

The General Meeting, duly apprised of the Board of Directors' report and the Statutory Auditors' report on related-party agreements, and pursuant to the provisions of 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, through a public offer excluding the offers referred to in point 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established with reference to a set of currencies:

   - ordinary shares,
   - and/or securities giving access to the capital and/or to debt securities.

   These securities may be issued as consideration for securities tendered to the company in connection with a public exchange offer for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code.

2) Sets the period of validity of this delegation of authority at twenty-six months from the date of this General Meeting.

3) The aggregate nominal amount of any ordinary shares that may be carried out under this delegation of authority may not exceed €12,500,000.

   The nominal amount of debt securities that may be issued pursuant to this delegation of authority may not exceed €40,000,000.

   This upper limit is independent of any and all upper limits set by other resolutions made by this General Meeting.

4) Resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities giving access to the capital and/or to debt securities covered by this resolution.

5) Resolves that the amount to be received by the Company for each ordinary share issued under the present delegation of authority, after taking into account, in the event of the issue of stand-alone warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors carries out the delegation.

6) Resolves, in the event of an issue of securities as consideration for securities tendered in connection with a public exchange offer, that the Board of Directors shall have the necessary powers to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash adjustment to be paid, and to determine the terms of issue.

7) Decides that if the subscriptions have not absorbed the entirety of an issue referred to in point 1/, the Board of Directors may use the following options:

   - limit the issue amount to the subscription amount received, where applicable, within the limits provided by the regulations,
   - freely allocate, at its discretion, all or part of the unsubscribed securities.

8) Decides that the Board of Directors shall have the necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if any, record the completion of the resulting capital increases, and make the corresponding changes to the bylaws accordingly.

9) Notes that this authorization cancels, as of this date and for the unused portion, any previous delegation for the same purpose.

Twenty-second resolution

The General Meeting, duly apprised of the Board of Directors' report and the Statutory Auditors' report on related-party agreements, and pursuant to the provisions of 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, through a public offer excluding the offers referred to in point 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established with reference to a set of currencies:

   - ordinary shares,
   - and/or securities giving access to the capital and/or to debt securities.

   In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may allow access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or more than half of the capital of which it is directly or indirectly owned by it.

2) Sets the period of validity of this delegation of authority at twenty-six months from the date of this General Meeting.

3) The aggregate nominal amount of any ordinary shares that may be carried out under this delegation of authority may not exceed €12,500,000; it being specified that it will also be limited to 20% of the capital per year.

   The nominal amount of debt securities that may be issued pursuant to this delegation of authority may not exceed €40,000,000.

   This upper limit is independent of any and all upper limits set by other resolutions made by this General Meeting.

4) Resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities giving access to the capital and/or to debt securities covered by this resolution.

5) Resolves that the amount to be received by the Company for each ordinary share issued under the present delegation of authority, after taking into account, in the event of the issue of stand-alone warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors carries out the delegation.

6) Decides that if the subscriptions have not absorbed the entirety of an issue referred to in point 1/, the Board of Directors may use the following options:

   - limit the issue amount to the subscription amount received, where applicable, within the limits provided by the regulations,
   - freely allocate, at its discretion, all or part of the unsubscribed securities.

7) Decides that the Board of Directors shall have the necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if any, record the completion of the resulting capital increases, and make the corresponding changes to the bylaws accordingly.

8) Notes that this authorization cancels, as of this date and for the unused portion, any previous delegation for the same purpose.

Twenty-third resolution

The General Meeting, duly apprised of the Board of Directors' report, resolves that, for each of the issues of ordinary shares or securities decided pursuant to the 20th to 22nd resolutions, the number of shares 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 within the limits set by the Shareholders' Meeting.

Twenty-fourth resolution

The General Meeting, duly apprised of the Board of Directors' report and the Statutory Auditors' report on related-party agreements, 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 L. 3332-18 et seq of the French Labour Code:

1) Delegates its powers to the Board of Directors for the purpose, should it deem appropriate so to do, at its sole discretion, to increase the share capital, on one or more occasions, by issuing ordinary shares or securities conferring rights to the company's capital for members of one or more corporate or group savings plans set up by the company.
2) Disapplies, for the benefit of these individuals, the preferential subscription right to shares that may be issued pursuant to this delegation of authority.
3) Sets at twenty-six months from the date of this General Meeting the period of validity of this delegation of authority.
4) Restricts the maximum nominal amount of the increase(s) that may be carried out by using this delegation of authority to 3% of the share capital as it stands when the Board of Directors decides to go ahead with this increase.
5) Resolves that the price of the shares to be issued, pursuant to point 1) of this delegation of authority, may be no more than 30%, or 40% when the lock-up period provided for by the plan pursuant to Article L. 3332-25 and L. 3332-26 of the French Labor Code lasts for ten years or longer, below the average listed price of the share during the 20 trading sessions preceding the decision setting the start date of the subscription price, or any higher than this average price.
6) Resolves, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may arrange to allot to the grantees stated in the first paragraph herein above, at no cost, new or existing shares, or other securities giving access to the company's capital to be issued or already issued, in respect of (i) the employer's contribution which may be paid in accordance with the regulations of the company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums required to pay up the said shares.
7) Notes that this delegation of authority cancels, as of today, the unused portion of any previous delegation for the same purpose.

The Board of Directors may or may not implement this delegation of authority, take all necessary measures and carry out all necessary formalities.

Twenty-fifth resolution

The General Meeting, duly apprised of the Board of Directors' report, resolves to set at €24,000,000 the aggregate nominal amount of the shares that may be issued, immediately or in the future, pursuant to the 20th to 22nd and 24th resolutions of this Meeting, it being specified that to this amount may be added, where applicable, the nominal amount of capital increase required to preserve, in accordance with the regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the company's capital,

Twenty-sixth resolution

The General Meeting gives full powers to the bearer of an original, a copy or an excerpt of these minutes to carry out any and all filing and notification formalities required by law.