

## BOARD OF DIRECTORS' REPORT TO THE GENERAL MEETING

To the Shareholders:

We have called you to this Combined General Meeting (Ordinary and Extraordinary), on the one hand, to present to you the annual parent company and the consolidated financial statements for the financial year ended 31 December 2021 and, on the other hand to submit to your approval a certain number of resolutions presented below.

With respect to the approval of the consolidated and parent company annual financial statements for the financial year ended 31 December 2021, we are pleased to present you the annual financial report. This report includes notably the report of the Group's activity as well as the management report integrating the report on corporate governance and its appendices.

The annual financial report was filed with the French financial market authority, the AMF (*Autorité des Marchés Financiers*) as a universal registration document.

The purpose of this report of the Board of Directors is to describe the resolutions submitted to your approval.

These resolutions are divided into ordinary and extraordinary resolutions.

### Ordinary Resolutions

#### Approval of the financial statements / Appropriation of earnings / Regulated agreements

**Resolutions 1, 3, 4 and 5** concern the closing of the accounts, regulated agreements and the net income appropriation. In light of the Group's performance, the distribution of a new dividend to shareholders is once again proposed. In light of the amount of distributable reserves of €152,021K, a distribution of a final dividend in the amount of €1.10 per share is proposed on the basis of the number of shares as at 31 December 2021, and taking into account the payment on 10 November 2021 of an interim dividend of €0.34, an amount of approximately €10 million remains to be distributed, corresponding to a balance of €0.76 per share

For natural persons having their tax residence in France, this dividend is eligible for the rebate provided for in paragraph 3-2° of Article 158-3 of the French general tax code.

For information, dividends paid for the last three financial periods were as follows:

Dividends paid over the last three financial periods			
Financial year (n)	Total amount (1)	Amount per share (2)	Percentage of the dividend* eligible for the tax rebate
2019	€ 8,702,511	€ 0.60	100%
2020	€ 7,914,496	€ 0.60	100%
2021	€ 8,850,508	€ 0.66	100%
* 40% tax rebate mentioned in point 2 of 3 of article 158 of the French general tax code ( <i>Code Général des Impôts</i> )			
(1) paid in the year n			
(2) paid for year n-1			

#### Granting of discharge

**Resolution 2** proposes that you grant directors discharge for all their acts of management performed by the latter during

the financial year ended 31 December 2021.

### **Share buybacks**

The purpose of **Resolution 6** is to grant us the authorisations required to trade in the Company's own shares. The reasons for trading in the Company's its own shares are as follows:

- Ensure orderly trading for and the liquidity of Aubay shares in the secondary market under a liquidity contract in accordance with the code of professional conduct applying thereto recognised by the AMF (*Autorité des Marchés Financiers*);
- Cancel shares (subject to adoption by the General Meeting of 10 May 2022 of extraordinary resolution<sup>o</sup>21 on the cancellation of shares);
- Comply in accordance with conditions and the procedures provided for by law, with the obligations to deliver shares in connection with:
  - Programmes for stock purchase options of the company for employees or officers of the Group;
  - Awards of restricted stock units to employees and officers of the Group;
  - The conversion of debt securities giving access to the share capital.
  - Remittance of shares for exchange or as consideration in payment for external growth operations.

### **Renewal of the office of Statutory Auditor**

**Resolution 7** proposes the renewal of the appointment as Statutory Auditor of CONSTANTIN Associés for a term of 6 years.

### **Non-Renewal of the office of Alternate Statutory Auditor**

**Resolution 8** proposes the non-renewal of BEAS' appointment as Alternate Statutory Auditor.

### **Approval of information mentioned in Article L. 22-10-9 of the French commercial code**

As required by law, you are asked, under the terms of **resolution 9**, to approve the information published in application of Article L.22-10-9 of the French commercial code, as presented in the 2021 Universal Registration Document.

### **Approval of the compensation attributable to executive officers for the financial year ended 31 December 2021**

As required by law, under the terms of resolutions **10 to 16**, you are asked to approve the fixed, variable and exceptional components of total compensation and benefits of any nature paid in the financial period ended 31 December 2021 or granted for the same period to executive officers.

### **Approval of the compensation policy for executive officers for fiscal year 2022**

As required by law, under the terms of **resolutions 17 to 20**, you are asked to vote on the compensation policy for executive officers for fiscal year 2022, proposed by the Board of Directors as presented in the report on corporate governance included in the Company's 2021 Universal Registration Document.

## **Extraordinary Resolutions**

### **Authorisation to the Board of Directors to cancel all or part of the shares**

**Resolution 21** proposes that the Board of Directors be granted the power to cancel on one or more occasions, within the limit of 10% of the Company's share capital per twenty-four month period, all or part of the Aubay shares acquired within the framework of the share buyback authorized under the resolution 6.

We hope that the above resolutions will meet with your approval.

**For the Board of Directors**

**Christian Aubert, Chair of the Board**