

BALO

BULLETIN DES ANNONCES LEGALES OBLIGATOIRES



**PREMIER
MINISTRE**

Direction de l'information
légale et administrative

*Liberté
Égalité
Fraternité*

DIRECTION DE L'INFORMATION LÉGALE ET ADMINISTRATIVE

26, rue Desaix, 75727 PARIS CEDEX 15

www.dila.premier-ministre.gouv.fr

www.journal-officiel.gouv.fr

Notice of meeting



VANTIVA

Société Anonyme with capital of €4,901,364.11
Registered office: 10 boulevard de Grenelle, 75015
Paris 333 773 174 R.C.S. Paris
(the "Company")

NOTICE OF MEETING

Shareholders are hereby informed that they are invited to attend the Combined General Meeting to be held on Wednesday June 19, 2024 at 2 p.m. at the Auditorium, 10 boulevard de Grenelle, 75015 Paris, in order to deliberate on the following agenda:

Agenda

On an ordinary basis

1. Approval of the parent company financial statements for the year ended December 31, 2023 ;
2. Approval of the consolidated financial statements for the year ended December 31, 2023 ;
3. Appropriation of net income for the year ended December 31, 2023 ;
4. Reappointment of Deloitte & Associés as Statutory Auditors;
5. Appointment of Deloitte & Associés as statutory auditors in charge of certifying sustainability information;
6. Approval of related-party agreements governed by articles L. 225-38 et seq. of the French Commercial Code with Angelo Gordon & Co;
7. Approval of related-party agreements governed by Articles L. 225-38 et seq. of the French Commercial Code entered into with Bpifrance Participations SA;
8. Approval of related-party agreements governed by articles L. 225-38 et seq. of the French Commercial Code entered into with Briarwood Chase Management;
9. Ratification of the term of office of Brian Shearer ;
10. Renewal of the term of office of Mr Brian Shearer ;
11. Renewal of the term of office of Bpifrance Participations ;
12. Approval of the amendment to the remuneration policy for the Chief Executive Officer, Mr Luis Martinez-Amago, for the year ending December 31, 2023;
13. Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or awarded in respect of the year ended December 31, 2023 to Richard Moat, Chairman of the Board of Directors ;
14. Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or awarded in respect of the year ended December 31, 2023 to Luis Martinez-Amago, General Manager ;
15. Vote on information relating to remuneration paid in fiscal 2023 or granted in respect of the same fiscal year to all corporate officers;
16. Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2024 financial year;
17. Approval of the Chief Executive Officer's compensation policy for fiscal 2024 ;
18. Approval of the directors' remuneration policy for fiscal 2024 ;
19. Approval of total compensation (annual budget) allocated to directors ;
20. Authorization granted to the Board of Directors for a period of 18 months to implement a share buyback program.

Extraordinary

21. Authorization given to the Board of Directors for 18 months to reduce the share capital by cancelling shares bought back under the share buyback program;
22. Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares and/or securities carrying immediate or deferred rights to shares in the Company, with pre-emptive subscription rights ;
23. Delegation of authority to the Board of Directors, for a period of 26 months, to issue shares and/or securities giving immediate or future access to the Company's capital, without pre-emptive subscription rights and by public offering, with the exception of those covered by Article L. 411 -2 1° of the French Monetary and Financial Code;
24. Delegation of authority to the Board of Directors to issue, without pre-emptive subscription rights, shares and/or securities carrying immediate or deferred rights to shares in the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code;

25. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without pre-emptive subscription rights;
26. Delegation of authority to the Board of Directors to increase share capital by capitalizing additional paid-in capital, reserves or profits;
27. Delegation of authority to the Board of Directors for a period of 26 months to issue shares, without preferential subscription rights, shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a view to remunerating contributions in kind granted to the Company;
28. Delegation of authority to the Board of Directors, for a period of 26 months, to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for members of a Group savings plan;
29. Delegation of authority to the Board of Directors, for a period of **18 months**, to carry out a share capital increase, without shareholders' pre-emptive rights, reserved for certain categories of beneficiaries - Shareholding transactions in favor of employees outside the Group savings plan ;
30. Overall limits on the amount of issues carried out under delegations of authority ;
31. Decision to be taken in accordance with article L. 225-248 of the French Commercial Code - Shareholders' equity less than half the share capital.

Ordinary

32. Ratification of the term of office of Thierry Amarger ;
33. Powers for formalities.

Corrigendum to the notice of the Combined General Meeting of June 19, 2024, published in Bulletin des Annonces Légales et Obligatoires (BALO) no. 59 of May 15, 2024, notice no. 2401687

Shareholders of the Company convened to the Annual General Meeting of June 19, 2024 are hereby informed that the notice of meeting No. 2401687, bulletin No. 59 published in the Bulletin des Annonces Légales Obligatoires of May 15, 2024, is amended as follows, to correct material errors and add a resolution:

The title of the ^{29th} resolution should read:

29. Delegation of authority to the Board of Directors, for a period of ~~26 months~~ **18 months**, to carry out a share capital increase, without shareholders' pre-emptive subscription rights, reserved for certain categories of beneficiaries - Employee shareholding transactions outside the Group Savings Plan

The text of the ^{29th} resolution should read :

This authorization (i) supersedes the unused portion of the authorization given by the Joint Shareholders' Meeting of June 30, 2022 in its ^{31st} resolution and (ii) is given for a period of ~~twenty-six (26) months and eighteen (18) months~~ **(18) months** from the date hereof.

Following the addition of a resolution, the title of the ^{32nd} resolution should read as follows:

~~32. Powers to carry out formalities~~ **Ratification of the appointment as Director of Thierry Amarger**

The text of the ^{32nd} resolution should read :

The Annual General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, ratifies the provisional appointment made by the Board of Directors at its meeting of May 28, 2024, of Mr Thierry Amarger as a Director to replace Mr Dominique d'Hinnin, for the remainder of his predecessor's term of office, i.e. until the close of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

As a result, the ^{32nd} resolution relating to Powers to carry out formalities in the Notice of Meeting published in the BALO on May 15, 2024 becomes the ^{33rd} resolution.

All other terms published in the notice of meeting n°2401687, bulletin n°59 in the Bulletin des Annonces Légales Obligatoires of May 15, 2024, remain unchanged.

*
* *

How to attend the Vantiva Annual General Meeting

1. Prior formalities for attending the Annual General Meeting

All shareholders, regardless of the number of shares they own or how they are held (registered or bearer), are entitled to attend this General Meeting.

In accordance with Article R. 22-10-28 of the French Commercial Code, the following are entitled to attend the Annual General Meeting

shareholders who can prove their status as such by registering their shares in their own name or in the name of the intermediary duly registered on their behalf on the second business day prior to the General Meeting, i.e. Monday June 17, 2024, at midnight Paris time (hereinafter "**D-2**"), either in the registered share accounts held by the Company's agent, or in the bearer share accounts held by their authorized intermediaries.

For holders of registered shares, this registration on D-2 in the registered share accounts is sufficient to enable them to take part in the Annual General Meeting.

For holders of bearer shares, the authorized intermediaries holding the bearer share accounts provide proof of shareholder status directly to the General Meeting's centralizing agent (Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 03), by producing a certificate of participation which they attach to the single postal voting or proxy form.

2. Attend the Annual General Meeting

Shareholders may take part in the Meeting either by attending in person, voting by mail or by appointing a proxy under the conditions described below.

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the the General Meeting will vote in favor of adopting the draft resolutions presented or approved by the Board of Directors, and against adopting all other draft resolutions.

The single postal voting form, proxy voting form or admission card request form (hereinafter referred to as the

The "**Single Form**" allows shareholders to choose between these different forms of participation. All the shareholder has to do is complete, date and sign the form.

Registered shareholders will receive the Single Form at their home address, together with the brochure and a prepaid envelope to return their Single Form. Bearer shareholders will be able

to obtain the Single Form:

- with the financial intermediary who manages their securities;
- by ordinary letter addressed to Société Générale, Service des assemblées, CS 30812, 44308 Nantes Cedex 03 (this request can only be processed if received at this address at least six days before the date of the meeting, i.e. Thursday June 13, 2024);
- by downloading it from the Company's website www.vantiva.com, in the General Meeting section (it should be noted that the single form must be accompanied by a certificate of participation for the vote to be considered valid).

Physical attendance at the meeting

Shareholders must request an admission card.

Registered shareholders should apply for a card by completing the Single Form attached to the Notice of Meeting brochure (ticking the "**I wish to attend this meeting**" box), and returning it, using the prepaid envelope provided, or by ordinary mail to the following address: Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3.

Bearer shareholders should request their admission card from the financial intermediary managing their shares, who will forward the request to Société Générale. Société Générale will then send it to the shareholder by post. If the shareholder has not received an admission card 2 working days before the date of the meeting, he/she should ask his/her financial intermediary to issue a certificate of participation, which will enable him/her to prove his/her status as a shareholder on D-2 in order to be admitted to the meeting.

In order to be taken into account, Single Forms must be received by Société Générale, Service des Assemblées, no later than three calendar days prior to the Meeting, i.e. by Saturday June 15, 2024.

Postal or proxy voting

The single form also allows shareholders to choose between distance voting and giving their proxy to the Chairman of the General Meeting or to a named proxy. All the shareholder has to do is complete, date and sign the form. Powers of attorney may be revoked in the same way as for the appointment of a proxy.

➤ Vote by mail or by proxy to the Chairman of the General Meeting

Registered shareholders should use the prepaid envelope enclosed with the notice of meeting to return the Form duly completed (by ticking either the "**I vote by post**" box or the "**I give my proxy to the Chairman of the General Meeting**" box) and signed to Société Générale.

Bearer shareholders must return the duly completed Single Form (by ticking either the "**I vote by**

The intermediary will forward it to Société Générale, together with a certificate of participation showing the number of shares held.

In accordance with the provisions of Article L. 225-106, III of the French Commercial Code, any proxy given to the Chairman of the Annual General Meeting will be voted in favor of the resolutions presented or approved by the Board of Directors, and against all other resolutions.

In order to be taken into account, Single Forms sent by post must be received by the Company or Société Générale, Service des assemblées, no later than three calendar days before the end of the General Meeting, i.e. Saturday June 15, 2024 at the latest.

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the Chairman's proxy form may also be submitted electronically by sending an e-mail to assembleesgeneralesvantiva@vantiva.com and including the following information:

– for registered shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and Société Générale nominative identifier (appearing at the top left of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders,

– for bearer shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: surname, first name, address and full bank details; shareholders must ask their financial intermediary who manages their share account to send confirmation to Société Générale's Meetings Department, whose contact details they know.

In order to validly take into account electronically-expressed appointments or revocations of mandates, confirmations must be received no later than three calendar days prior to the Meeting, i.e. Saturday June 15, 2024.

➤ Voting by proxy to a third party

Shareholders may give their proxy to another shareholder, to their spouse or to a partner with whom they have entered into an agreement.

a civil solidarity pact, or to any other person (natural or legal) of their choice under the applicable legal and regulatory conditions (articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

Proxies must be written and signed, and must state the shareholder's surname, first name and address.

as well as the Société Générale nominative identifier (figured in the top left-hand corner of the account statement) for pure registered shareholders or full bank references for administered registered shareholders or bearer shareholders, as well as the surname, first name and address of the proxy. The revocation of the proxy is carried out under the same formal conditions as those used for its constitution.

Registered shareholders must return the duly completed Single Form (by ticking the "**I give power to**" box) and signed to Société Générale.

Holders of bearer shares must return the duly completed Single Form (by ticking the "**I give my proxy to**" box) and signed to the financial intermediary who manages their shares, who will forward it to Société Générale, together with a certificate of participation showing the number of shares held.

In order to be taken into account, Single Forms sent by post must, in all cases, be received by the Company or Société Générale, Service des assemblées, no later than three calendar days prior to the meeting, i.e. Saturday June 15, 2024 at the latest.

In accordance with articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the proxy given to a third party via the Single Form may also be sent electronically by sending an e-mail to assembleesgeneralesvantiva@vantiva.com and including the following information:

– for registered shareholders: a scanned version of the Single Form, duly completed and signed, containing the following information: surname, first name, address and Société Générale nominative identifier (appearing in the top left-hand corner of the account statement) for pure registered shareholders, or full bank references for administered registered shareholders, as well as the surname, first name and address of the designated proxy ;

– for bearer shareholders: a scanned version of the Single Form, duly completed and signed, and containing the following information: full name, address and bank details, as well as the name and address of the appointed proxy; shareholders must ask their financial intermediary who manages their securities account to send a confirmation to Société Générale's Meetings Department, whose contact details they know. In order for electronic proxy appointments or revocations to be validly taken into account, confirmations must be received no later than three calendar days prior to the meeting (i.e. Saturday June 15, 2024).

It is specified that :

- shareholders who have already cast a postal vote, sent in a proxy or requested an admission card may no longer choose another method of participation, but may sell all or some of their shares:
 - if the sale takes place before midnight Paris time on Monday June 17, 2024, the postal vote, proxy, admission card or certificate of share ownership will be invalidated or amended accordingly, as the case may be. To this end, the authorized intermediary holding the shares must notify the Company or its agent of the transfer and provide the necessary information;
 - if the sale or any other transaction is carried out after midnight (Paris time) on Monday June 17, 2024, regardless of the means used, it will not be notified by the authorized intermediary or taken into consideration by the Company.
- duly completed and signed Single Forms can only be taken into account if they reach the Company's head office or Société Générale by post or electronically no later than three calendar days before the meeting, i.e. Saturday June 15, 2024.

Vote by mail or by proxy through VOTACCESS

Shareholders also have the option of sending voting instructions and appointing or revoking proxies via the Internet before the Annual General Meeting, on the VOTACCESS website, under the conditions described below.

The VOTACCESS site will be open from Friday May 31 at 9 a.m. to Tuesday June 18, 2024 at 3 p.m., Paris time. **To avoid any possible congestion of the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.**

➤ Postal voting by VOTACCESS

Shareholders will be able to vote by Internet until the day before the Annual General Meeting, i.e. Tuesday June 18, 2024 at 3pm Paris time.

Registered shareholders: holders of pure or administered registered shares who wish to vote by Internet will access the VOTACCESS site via the www.sharinbox.societegenerale.com website, using their usual access codes or their login e-mail (if you have already activated your Sharinbox by SG Markets account), together with the password already in their possession. Once connected, registered shareholders should follow the on-screen instructions to access the VOTACCESS platform and vote. If you have any queries, please contact SGSS from 9:00 a.m. to 6:00 p.m. on the following telephone number:

+ 33 (0)2 51 85 67 89.

For bearer shareholders: only holders of bearer shares whose account-keeper has subscribed to the VOTACCESS system and offers them this service for this General Meeting will be able to access it. It is the responsibility of shareholders whose shares are held in bearer form to find out whether or not their account-keeper is connected to the VOTACCESS platform, and if so, whether this access is subject to special conditions of use. The custodian of the bearer shareholder's securities account, who is not connected to VOTACCESS or whose access to the secure platform is subject to specific conditions of use, will inform the shareholder how to proceed.

Holders of bearer shares should use their usual login and password to access the VOTACCESS website, and follow the procedure indicated on the screen.

➤ Voting by proxy through VOTACCESS

The shareholder may notify the appointment of a proxy (the Chairman of the General Meeting or any other member of the Board of Directors).

person) or its revocation by VOTACCESS.

For registered shareholders: by logging on to www.sharinbox.societegenerale.com as described above.

For bearer shareholders: on their financial intermediary's website, using their usual login and password to access the VOTACCESS site as described above.

If the account-holding institution has not joined the VOTACCESS system, notification of the appointment and revocation of a proxy may be made electronically by sending an e-mail to assemblees.generales@sgss.socgen.com. The e-mail must include an attachment containing a scanned copy of the Single Form giving the full name, address and bank details of the shareholder, together with the name and address of the appointed or revoked proxy, and the certificate of participation issued by the authorized intermediary. In addition, shareholders must ask their bank or financial intermediary managing their securities account to send written confirmation to Société Générale, Service Assemblées Générales, at the above address.

Only notifications concerning the appointment or revocation of proxies may be sent to the above-mentioned e-mail address; any other request or notification concerning any other matter will not be taken into account and/or processed.

Shareholders will be able to give their proxy via VOTACCESS until the day before the Annual General Meeting, i.e. Tuesday June 18, 2024 at 3 p.m. Paris time.

Revocations of mandates must be received by the same deadline.

3. Written questions and shareholder dialogue

In accordance with Article R. 225-84 of the French Commercial Code, shareholders may submit written questions, accompanied by a certificate of share ownership, no later than the fourth business day prior to the Meeting, i.e. by Thursday June 13, 2024 :

- to the registered office, for the attention of the Chairman of the Board of Directors, by registered letter with acknowledgement of receipt;
- by e-mail to the following address: assembleesgeneralesvantiva@vantiva.com

The Company reminds shareholders that questions may be answered jointly if they have the same content or subject matter, and that a written question will be deemed to have been answered if it appears on the Company's website in a section devoted to questions and answers.

To encourage shareholder dialogue, shareholders will also have the opportunity, until Tuesday June 18, 2024 at 3:00 p.m. Paris time, to submit questions that are not in the form of written questions to the following address: assembleesgeneralesvantiva@vantiva.com. These questions, which have been pre-selected by theme, will be answered during the Annual General Meeting, which will be webcast.

4. Communication rights

The information and documents provided for in Article R. 22-10-23 of the French Commercial Code will be published on the Company's website www.vantiva.com/fr/rerelations-investisseurs/assemblee-generale, under the heading "General Meeting of June 19, 2024", no later than the twenty-first day prior to the meeting. Shareholders will be able to request, within the legal and regulatory deadlines, communication of the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code and consultation of the other documents to be made available to shareholders in connection with this General Meeting at the Company's registered office, by e-mail to assembleesgeneralesvantiva@vantiva.com, or by request addressed to the Company's registered office.

Board of Directors