

**TEXT OF THE RESOLUTIONS PRESENTED  
TO THE ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING  
OF 26 APRIL 2022**

**Resolutions presented to the Ordinary General Meeting**

**FIRST RESOLUTION**

*(Approval of the parent company financial statements for the year ended 31 December 2021)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' and the Statutory Auditors' reports on the annual financial statements, approves the financial statements for the year ended 31 December 2021, as presented, as well as the transactions reflected in those financial statements or summarised in those reports, which show a net profit of €285,617,160.20.

The General Meeting approves the total amount of non-deductible expenses and charges referred to in paragraph 4 of Article 39 of the French General Tax Code, amounting to €601,625, and the related corporate tax charge of €170,906.62.

**SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the year ended 31 December 2021)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the consolidated financial statements for the year ended 31 December 2021, the Board of Directors' and the Statutory Auditors' reports on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2021, as well as the transactions reflected in those financial statements or summarised in those reports.

**THIRD RESOLUTION**

*(Appropriation of earnings for the year ended 31 December 2021 and determination of the dividend)*

The General Meeting, ruling under the conditions of quorum and majority required for ordinary general meetings, notes that:

- the result for the year ended 31 December 2021 is a net profit of €285,617,160.20,
- the Articles of Association provide for the allocation to a special reserve to cover operational risks potentially arising at any time during the life cycle of games, and which must represent 0.3% of stakes, i.e. €5,159,616.94 to be taken from the 2021 result.
- the retained earnings account has a positive balance of €2,501,002.60.

Consequently, the distributable 2021 profit amounts to €282,958,545.86.

The General Meeting resolves, on the proposal of the Board of Directors, to allocate the profit for the year as follows:

Net profit for 2021	€285,617,160.20
Allocation to the special reserve	€5,159,616.94
Retained earnings	€2,501,002.60
Distributable profit for 2021	€282,958,545.86
Allocation to retained earnings	€0
Allocation to the optional reserve	€46,118,545.86
Proposed dividend	€236,840,000.00
i.e., per share	€1.24

The General Meeting accordingly sets the dividend for the year ended 31 December 2021 at €1.24 per share.

The ex-dividend date on Euronext Paris will be 2 May 2022, and the dividend will be paid in cash on 4 May 2022.

The dividend is entirely eligible, on option, for the 40% reduction mentioned in point 2 of paragraph 3 of Article 158 of the French General Tax Code.

In the event that, on the date of payment, FDJ holds some of its own shares, the sum corresponding to the amount of the dividend not paid in respect of those shares will be allocated to retained earnings.

In accordance with the law, the General Meeting notes that dividends paid in respect of the previous three years were as follows:

<i>(in euros)</i>	Dividend per share	Total dividend
2018 financial year	€610*	€122,000,000
2019 financial year	€0.45	€85,950,000
2020 financial year	€0.90	€171,900,000

\* On the basis of 200,000 shares, corresponding to the number of shares comprising the Company's capital before the 955-for-1 stock split approved by the General Meeting of 4 November 2019 within the framework of FDJ's initial public offering.

#### **FOURTH RESOLUTION**

*(Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the Statutory Auditors' special report on the agreements subject to the provisions of Article L. 225-38 et seq. of the French Commercial Code, approves the said report as well as the agreements presented therein and not yet approved by the General Meeting.

## **FIFTH RESOLUTION**

*(Reappointment, on the proposal of the French State, of Didier Trutt as director)*

As the term of Didier Trutt, director appointed on the proposal of the French State, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings and having reviewed the report of the Board of Directors, and in accordance with Article 6 of Order no. 2014-948 of 20 August 2014 relating to the governance and capital transactions of companies with public shareholdings, resolves, on the proposal of the French State, to reappoint Didier Trutt as director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2025.

## **SIXTH RESOLUTION**

*(Reappointment, on the proposal of the French State, of Ghislaine Doukhan as director)*

As the term of Ghislaine Doukhan, director appointed on the proposal of the French State, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings and having reviewed the report of the Board of Directors, and in accordance with Article 6 of Order no. 2014-948 of 20 August 2014 relating to the governance and capital transactions of companies with public shareholdings, resolves to reappoint Ghislaine Doukhan as director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2025.

## **SEVENTH RESOLUTION**

*(Reappointment of Xavier Girre as director)*

As the term of Xavier Girre, director, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings and having reviewed the report of the Board of Directors, resolves to reappoint Xavier Girre as director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2025.

## **EIGHTH RESOLUTION**

*(Reappointment of the Statutory Auditor)*

As the term of PricewaterhouseCoopers Audit, Statutory Auditor, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings and having reviewed the report of the Board of Directors, resolves to reappoint PricewaterhouseCoopers Audit as Statutory Auditor for a further period of six years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2027.

The General Meeting acknowledges that it has been informed that the auditor has not been involved in any contribution or merger transaction involving the Company or the companies it controls during the last two years.

## **NINTH RESOLUTION**

*(Non-reappointment of the Alternate Auditor)*

As the term of Jean-Christophe Georghiou, Alternate Auditor, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for ordinary general meetings and having reviewed the report of the Board of Directors, resolves:

- not to reappoint Jean-Christophe Georghiou as Alternate Auditor,
- not to appoint a new Alternate Auditor, in accordance with the legal provisions in force and the provisions of Article 22 of the Company's Articles of Association.

## **TENTH RESOLUTION**

*(Approval of the information relating to the remuneration of the corporate directors for the year ended 31 December 2021, mentioned in I. of Article L. 22-10-9 of the French Commercial Code, in accordance with I. of Article L. 22-10-34 of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, and having reviewed the corporate governance report, approves, pursuant to Article L. 22-10-34 I. of the French Commercial Code, the information presented in sub-section 2.2.2 of the Universal Registration Document, filed with the Autorité des marchés financiers (AMF) on 18 March 2022, published in accordance with I. of Article L. 22-10-9 of the French Commercial Code.

## **ELEVENTH RESOLUTION**

*(Approval of the items of remuneration paid during or awarded in respect of the year ended 31 December 2021 to Stéphane Pallez, Chairwoman and Chief Executive Officer, in accordance with II. of Article L. 22-10-34 of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, and having reviewed the corporate governance report, approves, pursuant to II. of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the year ended 31 December 2021 or awarded in respect of that year to Stéphane Pallez, as presented in sub-section 2.22 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 18 March 2022.

## **TWELFTH RESOLUTION**

*(Approval of the items of remuneration paid during or awarded in respect of the year ended 31 December 2021 to Charles Lantieri, Deputy Chief Executive Officer, in accordance with II. of Article L. 22-10-34 of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, and having reviewed the corporate governance report, approves, pursuant to II. of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the year ended 31 December 2021 or awarded in respect of that year to Charles Lantieri, as presented in sub-section 2.2.2 of the Universal Registration

Document filed with the Autorité des marchés financiers (AMF) on 18 March 2022.

### **THIRTEENTH RESOLUTION**

*(Approval of the remuneration policy for the corporate directors, in accordance with II. of Article L. 22-10-8 of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, and having reviewed the corporate governance report, and in accordance with the provisions of II. of Article L. 22-10-8 of the French Commercial Code, approves the items of the remuneration policy for the corporate directors (executive corporate directors and directors) for 2021, as presented in sub-section 2.2.1.2 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 18 March 2022.

### **FOURTEENTH RESOLUTION**

*(Authority to be granted to the Board of Directors to trade in the Company's shares under the terms of Article L. 22-10-62 of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors, authorises the Board of Directors, with the option to sub-delegate under the conditions set by law, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code and Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, to have the Company buy back its own shares with a view to:

- (i) holding and subsequently delivering shares (in exchange, as payment or otherwise) within the framework of external growth within a limit of 5% of the number of shares comprising the share capital; or
- (ii) delivering shares upon the exercise of rights attached to securities giving access to the capital by way of redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- (iii) granting or selling shares within the framework of employee profit-sharing or with a view, in any permitted form, of granting or selling shares to employees and/or corporate directors of the Company and/or its group, in particular as part of any stock option, free share or company or group savings plans, or
- (iv) cancelling all or part of the shares thus purchased, under the conditions provided for in Article L. 22-10-62 of the French Commercial Code, subject to the adoption of the seventeenth resolution of this General Meeting or any similar resolution; or
- (v) promoting the secondary market for or the liquidity of the Company's shares through an investment services provider under liquidity agreements in accordance with the market practice recognised by the Autorité des marchés financiers.

Purchases of the Company's shares may be made for a number of shares such that:

- the number of shares purchased by the Company as part of the buyback programme does not exceed 10% of the shares comprising the Company's share capital, at any time, that percentage being applied to share capital adjusted to reflect transactions affecting it subsequent to this General

Meeting; in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, the number of shares taken into account for the calculation of the 10% limit corresponds to the number of shares purchased less the number of shares sold during the term of the authorisation when the shares are purchased to promote liquidity under the conditions defined in the General Regulation of the Autorité des marchés financiers; and

- the number of shares that the Company holds at any time does not exceed 10% of the shares comprising the Company's capital.

The purchase, sale, transfer or exchange of these shares may be carried out, on one or more occasions, by any means permitted by the regulations in force. Such means include, in particular, over-the-counter transactions, block sales, sales with right of repurchase and the use of any derivative financial instrument, whether traded on a regulated market or over-the-counter, and the implementation of option strategies (purchase and sale of call and put options and any combination thereof in compliance with the applicable regulations). The portion of the buyback programme that may be effected by block trading may cover the entire programme.

These transactions may be carried out at such times as the Board of Directors may determine. However, (i) the Board of Directors may not use this authority during a public offer for the Company, and (ii) the Board of Directors shall ensure the suspension of the execution of any liquidity agreements entered into by the Company during the execution of stabilisation measures within the meaning of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as well as during a public offer or a pre-offer period and until the closing of the offer, when the Company is the initiator of the offer.

The General Meeting resolves that the maximum purchase price per share shall be equal to €70 excluding purchase costs.

Pursuant to Article R. 225-151 of the French Commercial Code, the General Meeting sets the maximum total amount allocated to the above-authorized share buyback programme at €700 million.

The General Meeting delegates to the Board of Directors the power to adjust the aforementioned maximum purchase price in the event of transactions involving the Company's share capital in order to take account of the impact of such transactions on the value of the share.

The General Meeting grants all powers to the Board of Directors to decide and implement this authority, to specify, if necessary, the terms thereof, and to carry out the buyback programme, with the option to delegate under the conditions set by law, and in particular to allocate and, where applicable, reallocate the shares purchased for one of the objectives of the programme to one or more of its other objectives, to place any stock market orders, to conclude any agreement, to keep registers of share purchases and sales, to make all declarations, in particular to the Autorité des marchés financiers and any other authority that may replace it, to complete all formalities and, generally, to do whatever is necessary.

The General Meeting sets the period of validity of this authority at 18 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its twelfth resolution.

## Resolutions presented to the Extraordinary General Meeting

### FIFTEENTH RESOLUTION

*(Authorisation to be granted to the Board of Directors to allocate, free of charge, subject to performance conditions, existing or future ordinary shares of the Company to eligible employees and corporate directors of the Company or its subsidiaries, without preferential subscription rights)*

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and voting in accordance with the legal provisions in force and in particular the provisions of Article L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code:

1. authorises the Board of Directors, within the framework of the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, with the option to sub-delegate, under the legal and regulatory conditions, to proceed, on one or more occasions, with free allocations of shares of the Company, existing or to be issued (with the exception of preference shares), under the conditions defined below:
  - these allocations may be made to eligible employees and/or corporate directors (within the meaning of Article L. 22-10-59 II paragraph 2 of the French Commercial Code), and/or certain categories of them, of the Company and/or companies or economic interest groupings that are linked to the Company under the conditions defined in Article L. 225-197-2 of the French Commercial Code;
  - the total number of free shares granted under this authorisation may not exceed 0.6% of the Company's share capital on the date of this General Meeting, it being specified that this ceiling does not take into account adjustments that would be made to preserve the rights of the beneficiaries, in accordance with the legal and regulatory provisions and the applicable contractual stipulations;
  - for corporate directors, the total number of free shares granted under this authorisation may not exceed 0.09% of the Company's share capital on the date of this General Meeting, it being specified that this ceiling does not take into account adjustments that would be made to preserve the rights of the beneficiaries, in accordance with the legal and regulatory provisions and the applicable contractual stipulations;
  - the allocation of shares to their beneficiaries shall become definitive at the end of a vesting period, determined by the Board of Directors, it being understood that this period may not be less than that provided for by the French Commercial Code on the date of the Board of Directors' decision, and that the beneficiaries shall retain the said shares for a period determined by the Board of Directors, it being understood that the combined duration of the vesting and holding periods may not be less than that provided for by the French Commercial Code on the date of the Board of Directors' decision;
  - the allocation of shares to their beneficiaries shall become definitive before the expiry of the applicable vesting period in the event of the beneficiary's disability corresponding to the

classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, and the shares will then be freely transferable as of their vesting;

- the definitive allocation of shares to eligible corporate directors of the Company who meet the conditions referred to in II of Article L. 22-10-59 of the French Commercial Code, and/or to eligible employees of the Group, is subject to the fulfilment of performance conditions. These conditions will be determined by the Board of Directors on the date of the allocation of the shares and according to several performance indicators;
  - the existing shares that may be allocated under this authorisation must be acquired by the Company within the framework of the share buyback programme authorised by the 14<sup>th</sup> resolution submitted to this General Meeting pursuant to Article L. 22-10-62 of the French Commercial Code or any share buyback programme implemented prior to or subsequent to the adoption of this resolution;
2. notes that this authorisation automatically entails, in favour of the beneficiaries of the free allocations, the express waiver by the shareholders of their preferential subscription right to the shares to be issued and allocated free of charge;
3. grants the Board of Directors, within the limits set above, all necessary powers, with the option to sub-delegate, under the legal and regulatory conditions, to implement this authorisation, under the conditions above, in particular to:
- determine the identity of the beneficiaries or the category/categories of beneficiaries of the share allocations from among the employees and/or corporate directors of the Company and/or affiliated companies and the number of shares allocated to each of them;
  - determine whether the free shares granted are shares to be issued or existing shares;
  - determine the dates and terms of allocation of the shares, in particular the period at the end of which these allocations will be definitive as well as, where applicable, the holding period required of each beneficiary, it being specified that, with regard to the shares granted to the Company's corporate directors, the Board of Directors will determine the quantity of shares granted that they are required to hold in registered form until they leave office;
  - determine the conditions, in particular related to the performance of the Company, the Group or its entities and, if applicable, the allocation criteria according to which the shares will be allocated;
  - record the final allocation dates and the dates from which the shares may be freely sold, taking into account legal restrictions;
  - provide for the possibility of temporarily suspending the allocation rights;
  - in the event of a free allocation of new shares, to charge, where applicable, to the reserves, profits or issue premiums of its choice, the sums necessary for the payment of the said shares,



to note the completion of capital increases, to make the consequent amendments to the Articles of Association and, in general, to do all that is necessary;

- conclude all agreements, draw up all documents, carry out all formalities and make all declarations to all organisations and do all that may be necessary to ensure the successful completion of the free allocations authorised under this resolution;
4. decides that the Company may, if necessary, adjust the number of free shares allocated in order to preserve the rights of the beneficiaries, depending on any transactions involving the Company's share capital as referred to in the second paragraph of Article L. 225-181 of the French Commercial Code and, in particular, in the event of a capital increase by incorporation of reserves, the allocation of free shares, the issue of new equity securities or securities giving access to the capital with preferential subscription rights reserved for shareholders, a stock split or reverse stock split, the distribution of reserves or share premiums, a reduction of the capital, or a change in the distribution of profits. It is specified that the shares allocated in application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;
  5. notes that in the event of the free allocation of new shares, this authorisation shall entail, as and when the said shares are definitively allocated, an increase in capital by incorporation of reserves, profits or issue premiums in favour of the beneficiaries of the said shares and the corresponding waiver by the shareholders in favour of the beneficiaries of the said shares of their preferential subscription right to the said shares;
  6. notes that, should the Board of Directors make use of this authorisation, it shall inform the Ordinary General Meeting each year of the transactions carried out by virtue of the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions set out in Article L. 225-197-4 of the said Code;
  7. sets the period of validity of the delegation covered by this authorisation at 38 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation granted by the General Meeting of 4 November 2019 in its 24th resolution.

## **SIXTEENTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the Company's capital reserved for members of Employee Savings Plans, with cancellation of preferential rights in their favour, pursuant to Articles L. 3332-18 et seq. of the French Labour Code)*

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and within the framework of Articles L. 3332-18 et seq. of the French Labour Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions set by law, its authority to increase the share capital, on one or more occasions, by issuing ordinary shares and/or securities giving access to the Company's capital, the subscription of which shall be reserved for the members of one or more employee savings plans (or any other plan for whose members Article L. 3332-

18 of the French Labour Code allows a capital increase to be reserved on equivalent terms) already existing or which may be set up within the group formed by the Company and all or some of the French or foreign companies included in the scope of consolidation of the Company's financial statements pursuant to Article L. 3344-1 of the French Labour Code and which are related to the Company within the meaning of Article L. 225-180 of the French Commercial Code; the said members hereinafter being referred to as the "**Beneficiaries**";

2. resolves to set the maximum nominal amount of the capital increases that may be carried out on this basis at 1% of the capital as of the date of this Meeting, it being specified that:

- (a) this ceiling is set without taking into account the nominal amount of the ordinary shares of the Company to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares;
- (b) the nominal amount of the capital increases carried out pursuant to this delegation of authority shall be deducted from the amount of the Global Cap provided for in 2(b) of the 14th resolution and from the amount of the ceiling provided for in 3(a) of the 15th resolution adopted by the General Meeting of 16 June 2021;

3. notes that the Board of Directors may issue ordinary shares and/or securities giving access to the Company's capital reserved for the Beneficiaries concurrently or independently of one or more issues open to shareholders or third parties;

4. resolves that the issue price of the new ordinary shares and/or securities giving access to the capital shall be determined under the conditions provided for in Articles L. 3332-18 et seq. of the French Labour Code and shall be equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-up period provided for by the plan in application of Articles L. 3332-25 and L. 3332-26 of the aforementioned Code is greater than or equal to 10 years. For the purposes of this paragraph, the Reference Price means the average of the quoted prices of the Company's shares during the 20 trading days preceding the date of the decision of the Board of Directors setting the opening date of the subscription period for the capital increase reserved for the Beneficiaries. However, the General Meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the aforementioned discount, within the legal and regulatory limits, notably in order to take into account the legal, accounting, tax and social security regimes applicable locally;

5. authorises the Board of Directors to grant, free of charge, to the Beneficiaries, in addition to the ordinary shares or securities giving access to the capital to be subscribed for in cash, ordinary shares or securities giving access to the capital to be issued or already issued, as a substitute for all or part of the discount in relation to the Reference Price and/or as an employer's contribution, it being understood that the advantage resulting from this grant may not exceed the limits provided for in Articles L. 3332-11 and L. 3332-19 of the French Labour Code or the legal or regulatory limits applicable locally, where applicable;

6. resolves to cancel, in favour of the Beneficiaries, the preferential subscription right of shareholders to the securities that may be issued within the framework of this delegation of authority, the said shareholders waiving, moreover, any right to the ordinary shares or securities giving access to the capital allocated free of charge to the Beneficiaries by application of this resolution, including to the part of the reserves, profits or premiums incorporated into the capital for the purposes of the issue of the said securities allocated free of charge to the Beneficiaries;

7. notes that this delegation of authority automatically entails the waiver by shareholders of their preferential subscription rights to the new shares to which the securities will give entitlement in favour of the holders of the securities issued giving access to the Company's capital.

8. resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, to implement this delegation of authority, within the limits and under the conditions specified above, and in particular to:

- determine, in accordance with the legal conditions, the list of companies whose members of the employee savings plan may subscribe to the shares or securities giving access to the capital thus issued and benefit, where applicable, from free shares or securities giving access to the capital;
- decide that subscriptions may be made directly or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;
- determine the conditions, in particular the length of service, that the beneficiaries of the capital increases must fulfil;
- set the opening and closing dates for subscriptions;
- set the amounts of the issues to be made pursuant to this delegation of authority and notably to determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities (even retroactively), as well as the other terms and conditions of the issues, within the legal or regulatory limits in force;
- in the event of a free allocation of shares or securities giving access to the capital, set the number of shares or securities giving access to the capital to be issued, the number to be allocated to each beneficiary, and set the dates, time limits and terms for the allocation of these shares or securities giving access to the capital within the legal and regulatory limits in force, and notably to choose either to substitute the allocation of these shares or securities giving access to the capital, in whole or in part, by discounts in relation to the Reference Price provided for above, or to deduct the equivalent value of those shares from the total amount of the contribution, or to combine those two possibilities;
- record the completion of the capital increases in the amount of the shares subscribed (after any reduction in the event of over-subscription);
- where applicable, offset the costs of the capital increase against the amount of these premiums the sums necessary to bring the legal reserve to one-tenth of the new capital resulting from these capital increases;
- conclude all agreements, carry out directly or indirectly through an agent all transactions, including formalities following the capital increases and make the corresponding amendments to the Articles of Association, and, generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out;

9. sets the period of validity of this delegation of authority at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, any unused portion of all previous delegations of authority having the same purpose.

## **SEVENTEENTH RESOLUTION**

*(Authority to be granted to the Board of Directors to reduce the capital by cancelling shares purchased by the Company pursuant to Article L. 22-10-62 of the French Commercial Code)*

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, pursuant to Article L. 22-10-62 of the French Commercial Code, authorises the Board of Directors, with the option to sub-delegate, to reduce the share capital on one or more occasions, in the proportions and at the times it shall decide, by cancelling all or part of the shares of the Company purchased or that may be purchased pursuant to an authorisation granted by the Ordinary General Meeting by the Company itself, within the limit of 10% of the share capital per 24-month period, it being noted that this limit applies to an amount of the

Company’s share capital that shall be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting.

This authorisation is given for a period of 18 months from the date of this General Meeting and shall cancel, as of the same date, the authorisation given by the General Meeting of 16 June 2021 in its 23rd resolution.

The General Meeting grants all powers to the Board of Directors, with the option to sub-delegate under the conditions set by law, to carry out share cancellation(s) and capital reduction(s) pursuant to this authorisation, to set the terms thereof, to record the realisation thereof, to charge the difference between the book value of the cancelled company shares and their nominal amount to all reserve and premium accounts, to amend the Articles of Association accordingly and to complete all formalities.

**EIGHTEENTH RESOLUTION**

*(Removal of the statutory reserve provided for in Article 29 of the Company's Articles of Association and amendment of the said Article accordingly - allocation of the corresponding sum to the "optional reserve" item)*

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors to the General Meeting, decides to remove the obligation to set up a statutory reserve, and consequently to amend Article 29 of the Company's Articles of Association as follows:

<i>Old wording</i>	<i>New wording</i>
<p><u>ARTICLE 29 – STATUTORY RESERVE – APPROPRIATION OF INCOME</u></p> <p>Article 29.A – Statutory reserve</p> <p>A statutory reserve shall be constituted to cover the risks to which the Company may potentially be exposed having regard to its business of organising and operating gambling:</p> <ul style="list-style-type: none"> <li>- operating risks assessed at 0.3% of the total value of bets recorded in the previous financial year</li> </ul> <p>(hereinafter referred to as the “Financial Year”);</p> <ul style="list-style-type: none"> <li>- rare and extreme counterparty risks assessed at €40 million.</li> </ul> <p>In the case of the use of statutory reserves for rare and extreme counterparty risks, the amount of such risks will be the net annual balance of counterparty discrepancies not covered by the relevant insurance limit. In the event that there is no insurance, this reserve may only be used if the net cumulative annual</p>	<p><u>ARTICLE 29 – APPROPRIATION OF INCOME</u></p> <p>The difference between the income and expenses for the financial year, after provisions, constitutes the profit or loss for the financial year.</p> <p>Five per cent of the profit, less any previous losses, shall be deducted to constitute the legal reserve. This deduction shall cease to be obligatory when the legal reserve has reached one-tenth of the share capital. It shall resume when, for any reason whatsoever, the reserve has fallen below that fraction.</p> <p>The distributable profit, consisting of the profit for the financial year, less previous losses and the above deduction, plus any profits carried forward, is at the disposal of the General Meeting which, on the proposal of the Board of Directors, may carry it forward, in whole or in part, allocate it to general or special reserve funds or distribute it to the shareholders as a dividend.</p> <p>In addition, the Meeting may decide to distribute sums taken from the optional reserves, either to pay or supplement a dividend, or as an exceptional distribution. In this case, the decision shall expressly indicate the reserve items from</p>

<p>amount of counterparty discrepancies exceeds €10 million.</p> <p>The reserve shall be constituted and used under the conditions stated below in this Article. It may also be appropriated to the offsetting of losses or to changes in the share capital, pursuant to a decision of the shareholders at an Extraordinary General Meeting.</p> <p>Article 29.B – Appropriation of income</p> <p>Sub-Article 29.B.1 - The income statement, which summarises the income and expenses of the Financial Year, shall show, by the difference between them after deduction of depreciation and provisions, the net result (profit or loss) of the Financial Year.</p> <p>Sub-Article 29.B.2 – This net result will first be reduced by any previous losses or increased by any retained earnings.</p> <p>Sub-Article 29.B.3 – Sums necessary to constitute the statutory reserve will then be deducted from the remaining profit.</p> <p>Sub-Article 29.B.4 – In the event that any of the risks covered by the statutory reserve eventuate during the Financial Year, the Ordinary General Meeting convened to approve the financial statements for the Financial Year may decide to deduct from the statutory reserve a sum equal to the incident’s maximum impact on the net result, and to add it to the “Balance to be appropriated” as defined in the following Sub-Article.</p> <p>Sub-Article 29.B.5 – The amount resulting from the application of the foregoing Sub-Articles, namely the result for the Financial Year, if applicable:</p> <ul style="list-style-type: none"> <li>- reduced by previous losses;</li> <li>- increased by retained earnings;</li> <li>- reduced by payments into the statutory reserve;</li> <li>- increased by deductions from the statutory reserve in respect of risks eventuating during the</li> </ul> <p>Financial Year, as decided by the</p>	<p>which the deductions are made. However, dividends shall be deducted in priority from the distributable profit for the financial year. Except in the case of a capital reduction, no distribution may be made to shareholders when the shareholders' equity is, or would become as a result of such distribution, less than the amount of the capital plus the reserves which the law or the Articles of Association do not permit to be distributed.</p> <p>Under the conditions provided for by law and the regulations in force, the Ordinary General Meeting may grant each shareholder, for all or part of the dividend or interim dividends distributed, an option between payment in cash, in new shares in the company or in the form of an allocation of goods in kind.</p>
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Ordinary General Meeting; shall be called the “Balance to be appropriated”.

Sub-Article 29.B.6 – The balance of the statutory reserve entered in the balance sheet after the

application of Sub-Article 29.B.4 shall then be compared to the amount of the risks to be covered, as defined in Article 29.A and estimated on the closing date:

- if the balance of the reserve entered in the balance sheet is lower than the amount of the risks,

the discrepancy shall be deducted from the “Balance to be appropriated”, if that sum is positive

and subject to a maximum of 20% of its amount;

- if, on the contrary, the balance of the reserve exceeds the risks, the Ordinary General Meeting

can decide to deduct the surplus from the reserve and to add it to the “Balance to be appropriated”.

The purpose of the upper limit of 20% is to adjust appropriations to the reserve to the possibilities offered by the result of the Financial Year. If, due to a particular situation, direct application of this upper limit results in a situation that is not in accordance with this objective, the upper limit will not apply. Thus, in particular, the upper limit will not apply if the result for the Financial Year includes income associated with operations giving rise to an increase in the risks to be covered by the reserve, or if a connection of a legal or economic nature can be established between an item of income and an operation that resulted in a deduction from the statutory reserve.

Sub-Article 29.B.7 – Any sum that the General Meeting decides to carry forward to the following

financial year or to appropriate to the creation of any extraordinary, provident or other reserve fund, whether specially appropriated or not, will then be deducted from the “Balance to be

<p>appropriated” as potentially modified pursuant to the foregoing Sub-Article.</p> <p>Sub-Article 29.B.8 – The “Balance to be appropriated” as potentially modified pursuant to the foregoing two Sub-Articles shall then be distributed between all the shareholders pro rata according to their rights to the capital.</p> <p>The procedure for the payment of dividends shall be determined by the General Meeting, or failing that, by the Board of Directors.</p>	
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Consequently, the General Meeting decides, that all sums allocated to the statutory reserve, i.e. a total amount of €96,826,190.34, subject to the approval by this General Meeting of the 3rd resolution, will be transferred to the optional reserve, which will consequently amount to €411,035,224.84.

### **Resolutions presented to the Ordinary General Meeting**

#### **NINETEENTH RESOLUTION**

*(Powers for formalities)*

The General Meeting gives all powers to the bearers of an original, a copy or a certified extract of these minutes to carry out the legal formalities or any other formalities that may be required.