

LA FRANÇAISE DES JEUX

Société anonyme au capital de 76.400.000 euros
Siège social : 3/7 quai du Point du Jour - 92100 Boulogne-Billancourt
315 065 292. RCS NANTERRE
(la « Société »)

TEXT OF THE RESOLUTIONS PRESENTED TO THE ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF 25 APRIL 2024

Resolutions presented to the Ordinary General Meeting

FIRST RESOLUTION

(Approval of the parent company financial statements for the year ended 31 December 2023)

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 2023, as presented, as well as the transactions reflected in those financial statements or summarised in those reports, which show a net profit of €397,049,870.78.

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 €643,523.00, and the related corporate tax charge of €166,189.81.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the year ended 31 December 2023)

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 2023, 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 2023, 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 2023 and determination of the dividend)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, notes that:

- the result for the year ended 31 December 2023 is a net profit of €397,049,870.78,

- the retained earnings account has a positive balance of €374,240.16.

Consequently, the distributable 2023 profit amounts to €397,424,110.94.

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

Net profit for 2023	€397,049,870.78
Retained earnings	€374,240.16
Distributable profit for 2023	€397,424,110.94
Allocation to the optional reserve	€57,444,110.94
Proposed dividend per share	€1.78
Namely a total dividend* of:	€339,980,000.00
Allocation to retained earnings	€0.00

* *On the basis of 191,000,000 shares.*

The Meeting accordingly sets the dividend for the year ended 31 December 2023 at €1.78 per share.

The ex-dividend date on Euronext Paris will be 03 May 2024, and the dividend will be paid in cash on 07 May 2024.

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:

In euros	Dividend per share	Total dividend
FY 2020	€0.90	€171,900,000
FY 2021	€1.24	€236,840,000
FY 2022	€1.37	€261,670,000

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 of Stéphane Pallez as Director)

The term of Stéphane Pallez, Director and also Chairwoman and CEO since 21 October 2014 after being reappointed by the General Meeting of 05 June 2019, 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 Stéphane Pallez 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 2027.

SIXTH RESOLUTION

(Reappointment of Union des blessés de la face et de la tête (UBFT) as Director)

The term of UBFT, Director since 19 December 1978 after being reappointed most recently on 05 June 2019, 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 UBFT 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 2027.

SEVENTH RESOLUTION

(Reappointment of Fédération Nationale André Maginot des Anciens Combattants (FNAM) as Director)

The term of FNAM, Director since 05 October 2009 after being reappointed most recently on 05 June 2019, 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 FNAM 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 2027.

EIGHTH RESOLUTION

(Reappointment of Predica as Director)

The term of Predica, independent Director since 18 June 2020, 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 Predica 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 2027.

NINTH RESOLUTION

(Appointment of David Chianese as Director representing employee shareholders)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with Article 13.1.b) of the Company's Articles of Association, resolves to appoint David Chianese, with as substitute Nathalie Deiss, as Director representing employee shareholders for a period of four years, until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2027.

TENTH RESOLUTION

(Appointment of Frédéric Martins as Director representing employee shareholders)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with Article 13.1.b) of the Company's Articles of Association, resolves to appoint Frédéric Martins, with as substitute Sébastien Devillepoix, as Director representing employee shareholders for a period of four years, until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2027.

ELEVENTH RESOLUTION

(Appointment of Deloitte & Associés, statutory auditor of the Company as sustainability reporting auditor as referred to in Article L. 232-6-3 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions for Ordinary General Meetings, having reviewed the report of the Board of Directors, and pursuant to Articles L. 821-40 et seq. of the French Commercial Code, resolves to appoint Deloitte & Associés as statutory auditor responsible for certifying sustainability information. By derogation from the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Order no. 2023-1142 of 6 December 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, the term of this appointment will be for three financial years, i.e. the remainder of the term of office for the certification of the financial statements, and will expire at the end of the Ordinary General Meeting called in 2027 to approve the financial statements for the year ending 2026.

TWELFTH RESOLUTION

(Appointment of PricewaterhouseCoopers Audit, joint statutory auditor of the Company as sustainability reporting auditor referred to in Article L. 232-6-3 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions for Ordinary General Meetings, having reviewed the report of the Board of Directors, and pursuant to Articles L. 821-40 et seq. of the French Commercial Code, resolves to appoint PricewaterhouseCoopers Audit as statutory auditor responsible for certifying sustainability information. By derogation from the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Order no. 2023-1142 of 6 December 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, the term of this appointment will be for four financial years, i.e. the remainder of the term of office for the certification of the financial statements, and will expire at the end of the Ordinary General Meeting called in 2028 to approve the financial statements for the year ending 2027.

THIRTEENTH RESOLUTION

(Approval of the information relating to the remuneration of the Corporate Directors for the year ended 31 December 2023, mentioned in 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 - incorporated in the Universal Registration Document - approves, pursuant to I. of Article L. 22-10-34 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 15 March 2024, published in accordance with I. of Article L. 22-10-9 of the French Commercial Code.

FOURTEENTH RESOLUTION

(Approval of the items of remuneration paid during or awarded in respect of the year ended 31 December 2023 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 - incorporated in the Universal Registration Document - 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 2023 or awarded in respect of that year to Stéphane Pallez, as presented in sub-section 2.2.2 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 15 March 2024. The details of the criteria which condition the variable remuneration of Stéphane Pallez in respect of the year ended 31 December 2023 are also provided.

FIFTEENTH RESOLUTION

(Approval of the items of remuneration paid during or awarded in respect of the year ended 31 December 2023 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 - incorporated in the Universal Registration Document - 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 2023 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 15 March 2024. The details of the criteria which condition the variable remuneration of Charles Lantieri in respect of the year ended 31 December 2023 are also provided.

SIXTEENTH 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 - incorporated in the Universal Registration Document - 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), as presented in sub-section 2.2.1.2 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 15 March 2024. The details of the criteria which condition the variable remuneration of the Corporate Directors, in respect of the remuneration policy, are also provided.

SEVENTEENTH RESOLUTION

(Authorisation to be given 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 share capital by way of redemption, conversion, exchange, presentation of a warrant or in any other manner; or

(iii) allocating or transferring shares to allow employees to share in the benefits of the Company's growth or with a view, in any permitted form, of allocating or transferring shares to employees and/or Corporate Directors of the Company and/or its group, notably within the framework of any stock option plan, free share plan or within the framework of company or group employee 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 [18th resolution] of this General Meeting or any similar resolution; or

(v) promoting the secondary market 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 authorisation 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 authorisation, 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 authorisation 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 authorisation 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 27 April 2023 in its 13th resolution.

Resolutions presented to the Extraordinary General Meeting

EIGHTEENTH RESOLUTION

(Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling shares 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 27 April 2023 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.

Resolution 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.