

TRIGANO

Public limited company with executive board and supervisory board
with a share capital of 82,310,249.75 €
registered office : 100 Rue Petit - PARIS (75019 – France)
registered under n. 722 049 459 on the Trade and Companies Register of PARIS

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**SHAREHOLDERS' ANNUAL GENERAL MEETING
CONVENED ON 8 JANUARY 2021**

DRAFT RESOLUTIONS

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The shareholders of TRIGANO are convened to a combined ordinary and extraordinary general meeting on 8 January 2021 at 10 a.m. at the Hôtel Mercure Paris La Villette – 216 avenue Jean Jaurès 75019 Paris, to deliberate on the following agenda and resolutions:

1. Agenda :

• **To the ordinary general meeting**

- Approval of the annual financial statements for the year ended on 31 August 2020 (1st resolution)
- Approval of the consolidated financial statements for the year ended on 31 August 2020 (2nd resolution)
- Approval of the conclusions of the special report drawn up by the Statutory Auditors (3rd resolution)
- Allocation of the net income of the year (4th resolution).
- Approval of the remuneration policy for the Chairman of the Supervisory Board for the year ending on 31 August 2021 (5th resolution)
- Approval of the remuneration policy for the Members of the Supervisory Board for the year ending on 31 August 2021 (6th resolution)
- Approval of the remuneration policy for the President of the Executive Board for the year ending on 31 August 2021 (7th resolution)
- Approval of the remuneration policy for the Managing Directors for the year ending on 31 August 2021 (8th resolution)
- Approval of the remuneration policy for the other Members of the Executive Board for the year ending on 31 August 2021 (9th resolution)
- Allocation of a fixed annual amount to the Members of the Supervisory Board as compensation for their activities for the year ending on 31 August 2021 (10th resolution).
- Approval of the report on the remunerations for the year ended on 31 August 2020 (11th resolution)
- Approval of the remuneration and benefits of any kind paid or ascribed regarding the fiscal year ended on 31 August 2020 to Mrs. Alice CAVALIER FEUILLET in her capacity as Chairman of the Supervisory Board (12th resolution)
- Approval of the remuneration and benefits of any kind paid or ascribed regarding the fiscal year ended on 31 August 2020 to Mr. François FEUILLET in his capacity as President of the Executive Board (13th resolution)

- Approval of the remuneration and benefits of any kind paid or ascribed regarding the fiscal year ended on 31 August 2020 to Mrs. Marie-Hélène FEUILLET in her capacity as Managing Director (14th resolution)
 - Approval of the remuneration and benefits of any kind paid or ascribed regarding the fiscal year ended on 31 August 2020 to Mr. Michel FREICHE in his capacity as Managing Director (15th resolution)
 - Approval of the remuneration and benefits of any kind paid or ascribed regarding the fiscal year ended on 31 August 2020 to Mr. Paolo BICCI in his capacity as Member of the executive Board (16th resolution)
 - Renewal of the mandate of Mrs Alice CAVALIER FEUILLET as Member of the Supervisory Board (17th resolution)
 - Renewal of the mandate of Mr Guido CARISSIMO as Member of the Supervisory Board (18th resolution)
 - Renewal of the mandate of Mr Jean-Luc GERARD as Member of the Supervisory Board (19th resolution)
 - Appointment of Mr François FEUILLET as Member of the Supervisory Board (20th resolution)
 - Appointment of Mrs Valérie FROHLY as Member of the Supervisory Board (21st resolution)
 - Share-repurchase program (22nd resolution)
 - Mandate of a statutory auditor (23rd resolution)
 - Mandate of a substitute statutory auditor (24th resolution)
 - Delegation of authority (25th resolution)
- **To the extraordinary general meeting**
 - Delegation of authority to grant to the Executive Board in order to reduce the share capital through share cancellation (26th resolution)

2. Resolutions draft :

I. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, the Supervisory Board's observations and the report of the Statutory Auditors on the annual accounts, approves the annual financial statements for the year ended on 31 August 2020, as presented, and the operations which they describe, showing a profit of € 65,119,288.55.

The General Meeting approves the amount of expenses, which are not deductible for tax purpose, as referred to in article 39-4 of the French General Taxation Code (€ 11,769), as well as the tax payable in respect of such expenses (€ 3,923).

SECOND RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, the Supervisory Board's observations and the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements as at 31 August 2020 showing a net consolidated profit of K€ 139,609. The General Meeting also approves the operations which they describe.

THIRD RESOLUTION

The General Meeting, having reviewed the special report drawn up by the Statutory Auditors pursuant to articles L. 225-86 and L 225-90 of the French Commercial Code, approves purely and simply the conclusions of the said report and ratifies all of the operations stated therein.

FOURTH RESOLUTION

The General Meeting resolves to allocate the net income for the year as follows:

Net income for the year	€ 65,119 288.55
Profit brought forward	€ <u>132,664,518.29</u>
Total to be allocated	€ 197,783,806.84

To the following accounts :

Dividends (€2.20/ share)	€ 42,539,791.80
Profit carried forward	€ <u>155,244,015.04</u>
Total allocated	€ 197,783,806.84

The dividend of € 2.20 per share will be paid on 14 January 2021; it is specified that this dividend is eligible for the 40% allowance provided under article 158 3 2° of the French General Taxation Code (FGTC).

The dividends paid in respect of the last three financial years were as follows:

Year ending	Number of shares making up the capital	DIVIDEND	
		Gross	Tax Credit
08/31/2017	19.336.269 actions	€1,30	Eligible for 40 % tax relief (art. 158 3 – 2° FGTC)
08/31/2018	19.336.269 actions	€2,00	Eligible for 40 % tax relief (art. 158 3 – 2° FGTC)
08/31/2019	19.336.269 actions	€2,00	Eligible for 40 % tax relief (art. 158 3 – 2° FGTC)

FIFTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance describing the components of the remuneration policy for corporate officers, approves the remuneration policy for the Chairman of the Supervisory Board for the financial year 2021, as presented in the said report under section 2.3.1.7. Remuneration policy applicable to the Chairman of the Supervisory Board.

SIXTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance describing the components of the remuneration policy for corporate officers, approves the remuneration policy for Supervisory Board members for the financial year 2021, as presented in the said report under section 2.3.1.6. Remuneration policy applicable to Supervisory Board members.

SEVENTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance describing the components of the remuneration policy for corporate officers, approves the remuneration policy for the President of the Executive Board for the financial year 2021, as presented in the said report under section 2.3.1.4. Remuneration policy applicable to the President of the Executive Board.

EIGHTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance describing the components of the remuneration policy for corporate officers, approves the remuneration policy for Managing Directors for the financial year 2021, as presented in the said report under section 2.3.1.5. Remuneration policy applicable to Managing Directors

NINTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance describing the components of the remuneration policy for corporate officers, approves the remuneration policy for the members of the Executive Board for the financial year 2021, as presented in the said under section 2.3.1.3. Remuneration policy applicable to the members of the Executive Board.

TENTH RESOLUTION

The General Meeting decides to allocate a fixed annual amount of € 214,500 to be distributed among the Members of the Supervisory Board in compensation for their activities for the financial year 2021.

ELEVENTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance, approves the information referred to in Article L 255-37-3 I of the Commercial Code presented therein under section 2.3.2. Remuneration of corporate officers in respect of the financial year 2020.

TWELFTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year 2020 or allocated in respect of the same financial year to Mrs Alice CAVALIER FEUILLET, Chairman of the Supervisory Board, as presented in the said report under section 2.3.2.4. Remuneration paid or allocated to Mrs Alice CAVALIER FEUILLET, Chairman of the Supervisory Board.

THIRTEENTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year 2020 or allocated in respect of the same financial year to Mr. François Feuillet, Chairman of the Executive Board, as presented in the said report under section 2.3.2.1. Remuneration paid or allocated to Mr François Feuillet, Chairman of the Executive Board.

FOURTEENTH RESOLUTION

The Shareholders' Meeting, having reviewed the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year 2020 or allocated in respect of the same financial year to Mrs Marie-Hélène FEUILLET, Managing Director, as presented in the said report under section 2.3.2.2. Remuneration paid or allocated to Mrs Marie-Hélène FEUILLET, Managing Director.

FIFTEENTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year 2020 or allocated in respect of the same financial year to Mr Michel FREICHE, Managing Director, as presented in the said report under section 2.3.2.2. Remuneration paid or allocated to Mr Michel FREICHE, Managing Director.

SIXTEENTH RESOLUTION

The General Meeting, having reviewed the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year 2020 or allocated for the same financial year to Mr. Paolo BICCI, member of the Executive Board, as presented in said report under section 2.3.2.3. Remuneration paid or allocated to Mr. Paolo BICCI, member of the Executive Board.

SEVENTEENTH RESOLUTION

The General Meeting, having reviewed the reports of the Executive Board and the Supervisory Board, resolves to renew the term of office of Mrs Alice Cavalier Feuillet as a member of the Supervisory Board for a term of four years, which will expire at the end of the General Meeting ruling on the accounts of the financial year 2024.

EIGHTEENTH RESOLUTION

The General Meeting, having reviewed the reports of the Executive Board and the Supervisory Board, resolves to renew the term of office of Mr. Guido CARISSIMO as a member of the Supervisory Board for a term of four years, which will expire at the end of the General Meeting ruling on the accounts of the financial year 2024.

NINETEENTH RESOLUTION

The General Meeting, having reviewed the reports of the Executive Board and the Supervisory Board, resolves to renew the term of office of Mr. Jean-Luc GERARD as a member of the Supervisory Board for a term of four years, which will expire at the end of the General Meeting ruling on the accounts of the financial year 2024.

TWENTIETH RESOLUTION

The General Meeting, having reviewed the reports of the Executive Board and the Supervisory Board, resolves to appoint Mr François Feuillet, residing at 38 rue de Lübeck 75116 Paris, as a member of the Supervisory Board for a term of four years, which will expire at the end of the General Meeting ruling on the accounts of the financial year 2024.

TWENTY-FIRST RESOLUTION

The General Meeting, having reviewed the reports of the Executive Board and the Supervisory Board, resolves to appoint Mrs Valérie FROHLY, residing at 10 rue Victorien Sardou 75016 Paris, as a member of the Supervisory Board for a term of four years, which will expire at the end of the General Meeting ruling on the accounts of the financial year 2024.

TWENTY-SECOND RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, authorises, for a period of 13 months, the Executive Board, with the power to sub delegate, according to the provisions of article L 225-209 *et sequentes* of the French Commercial Code, of the Title IV of Book II of the General Regulation of the 'Autorité des Marchés Financiers' (AMF), and of the instructions of the Regulation (EU) n° 596/2014 of the European Parliament and of the Council of 16 April 2014, to purchase shares of the company with a view to:

- ensuring liquidity and stimulating the market for the shares through a liquidity contract in accordance with the Code of Ethics recognised by the AMF;
- granting stock options to the managers of the company and its subsidiaries under the conditions provided for by law;
- cancelling the shares;
- all other practice allowed by law or by the AMF or all other purpose complying with the regulation in force.

The General Meeting sets the maximum purchasing price of the shares at two hundred and fifty (250) euros and the maximum number of shares to purchase at 1,900,000, i.e. 9.83% of the share capital, representing a maximum amount of €475,000,000.

The acquisition, disposal, transfer or exchange of these shares may be executed by any means, notably on the over-the-counter market, including through the use of derivative financial instruments, and at any time, in compliance with the regulation in force. The proportion which may be realised by block trades is unlimited and may represent the entire programme.

The General meeting resolves to cancel the authorization given by the General Meeting held on 7 January 2020 for the unused part.

Full powers are granted to the Executive Board, with the power to subdelegate, in order to implement the present authorization.

The Executive Board will have to inform the General Meeting of the transactions undertaken in the frame of this authorization in accordance with the regulation in force.

TWENTY-THIRD RESOLUTION

The General Meeting, noting that the term of office of BM&A, a statutory auditor, is expiring today, decide to renew its office for a term of six financial years, i.e. until the general meeting ruling on the accounts of the financial year ending on 31 August 2026.

TWENTY-FOURTH RESOLUTION

The General Meeting, noting that the term of office of Mr. Eric BLACHE, a substitute statutory auditor, is expiring today, decide not to renew and not to replace it.

TWENTY-FIFTH RESOLUTION

The General Meeting grants full powers to the bearer of an original, a copy or an extract of the minutes of the present meeting to fulfil any necessary formalities.

II. RESOLUTION SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

TWENTY-SIXTH RESOLUTION

The General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the report of the Executive Board and the Statutory Auditors special report, and in accordance with article L225-209 of the French Commercial Code, authorizes the Executive Board to cancel, in one or more stages, within a maximum limit of 10 % of the share capital, per twenty-four (24) months periods, the shares acquired by the company under the given authorizations and to proceed to a proportionate reduction of share capital.

This authorisation is given for a period of eighteen months from the date of this General Meeting.

The General Meeting grants full powers to the Executive Board, with the power to subdelegate, in order to achieve all acts, formalities and declarations to make final the reductions of share capital and amend accordingly the company's articles of association.

The General Meeting decides to cancel the authorization given by the General Meeting held on 7 January 2020 for the unused part.

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