

IGE+XAO

A public limited company with capital of €5,021,866.85

Registered office: 16 Boulevard Déodat de Séverac

31770 Colomiers

Toulouse TCR 338 514 987

Siret number: 338 514 987 00076 – Intra-community VAT N°.: FR 783.385.149.87

AGENDA AND TEXT OF THE RESOLUTIONS

The shareholders of IGE+XAO S.A. are informed that, within the legal time limits, they will be called to attend the Combined Annual General Meeting in a closed session, in the absence of the physical presence of its shareholders and other persons having the right to attend, on Monday 26 April 2021 at 11:30 a.m., at the head office of the Company, 16 Boulevard Déodat de Séverac, 31770 Colomiers. The shareholders will be invited to deliberate on the agenda and to rules on the following draft resolutions:

AGENDA

I. COMPETENCE OF THE ORDINARY GENERAL MEETING

- Reading of the management report by the Board of Directors and its appended reports and presentation of the corporate and consolidated financial statements for the financial year ended on 31 December 2020;
- Reading of the reports by the Statutory Auditors on the performance of their assignment and on the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code;
- Approval of the annual financial statements for the financial year ended on 31 December 2020;
- Approval of the consolidated financial statements for the financial year ended on 31 December 2020;
- Approval of the agreements referred to in Article L.225-38 et seq. of the French Commercial Code;
- Expenses and charges referred to Article 39-4 of the General Tax Code;
- Full discharge to Directors;
- Net income appropriation;
- Authorisation for the Company to buy and sell its own shares pursuant to Article L.225-209 of the French Commercial Code;
- Approval of the information concerning the compensation of the corporate officers paid during the financial year ended on 31 December 2020 or allocated in terms of this same financial year mentioned in Article L.22-10-9 of the French Commercial Code;
- Approval of the compensation components paid, due or allocated for the financial year ended on 31 December 2020 to Mr Alain DI CRESCENZO in his capacity as Chairperson and Chief Executive Officer;
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind, that may be allocated to the Chairperson and Chief Executive Officer for the 2021 financial year;
- Approval of the compensation policy of the members of the Board of Directors;
- Setting of the compensation of Directors.

II. COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

- Authorisation to initiate written consultations of the Directors and statutory modifications related thereto;
- Updating of the bylaws of the Company;
- Authorisation to decrease the share capital by cancelling treasury shares held by the Company;
- Capital increase reserved for employees under the conditions set out in Article L.3332-18 of the Labour Code.

III. COMPETENCE OF BOTH MEETINGS

- Powers for the purpose of legal formalities.

I. COMPETENCE OF THE ORDINARY GENERAL MEETING

First resolution

The General Meeting, having considered the management report by the Board of Directors and the general report by the Statutory Auditors, approves the annual financial statements and the balance sheet for the financial year ended on 31 December 2020, as submitted to it, as well as all the operations that it expressed, and from which shows a net accounting profit of €886,697.

Second resolution

The General Meeting notes that the consolidated financial statements at 31 December 2020 were submitted thereto and that the management report by the Board of Directors includes the report on the management of the Group. The General Meeting approves the consolidated financial statements submitted thereto.

Third resolution

The General Meeting, having considered the special report by the Statutory Auditors on the agreements referred to in Article L 225-38 et seq. of the French Commercial Code approves said report and the agreements referred to.

Fourth Resolution

The General Meeting notes that the amount of the charges not deductible from the profits subject to corporate tax within the meaning of Article 39-4 of the French General Tax Code amounts to €15,993 at 31 December 2020.

Fifth resolution

Consequently, and without any reservation, the General Meeting gives full discharge to the Directors for their management and fulfilment of their mandates for the financial year ended on 31 December 2020.

Sixth resolution

The net book profit of the company IGE+XAO SA for the financial year ended on 31 December 2020 amounted to €886,697.

It is proposed to allocate all of the profit for the financial year to the "Other reserves" line item which would then amount to 16,042,424 euros.

Dividends paid for the three preceding financial years.

It should be noted, in accordance with the legal provisions (Article 243 bis of the French General Tax Code), that the dividend per share paid to the Company's shareholders during the past three financial years ended were the following:

| Financial year | DIVIDEND PER SHARE |
|--|--------------------|
| Financial year ended on 31 July 2017 | € 1.55 |
| Financial year ended on 31 December 2018 | € 1.55 |
| Financial year ended on 31 December 2019 | € -- |

Seventh resolution

The General Meeting, after the reading of the report by the Board of Directors and having considered the elements in the description of the programme, authorises the Board of Directors, pursuant to the provisions of Article L22-10-62 of the French Commercial Code, to acquire a number of shares representing up to 10% of the number of shares comprising the share capital of the Company.

The General Meeting decides that these purchases made within the scope of this authorisation should be made for the purpose of:

- cancellation through decreasing the capital,
- the allocating to holders of securities that give access to the capital or that can be used to facilitate acquiring equity shares or a take over by means of an exchange of securities,
- the allocation of shares to the Group employees in connection with employee profit-sharing or in case of free allocation of shares or exercise of purchase options or in the framework of a company savings plan,
- the allocation of shares to managers in case of free allocation of shares,
- supporting the share's price and liquidity through an investment service provider by means of a liquidity contract complying with the AFEI code of ethics as recognised by the AMF (French Financial Market Authority);

This order may be amended depending on the opportunities which arise for the Company.

In a decision by the Board of Directors on 27 July 2018, the liquidity contract concluded with the Portzamparc brokerage firm was suspended until the next General Meeting then its suspension was prolonged to 31 December 2021.

The characteristics of the programme are the following:

Maximum percentage buyback authorised: 10 %

Maximum unit purchase price (excluding costs): €250

Term of the Programme: at most 18 months as from this General Meeting

These prices shall be adjusted in the event of operations leading to the combination or division of shares.

Taking into account the treasury shares already held by the company at 28 February 2021, the amount that the latter is likely to pay in the event of purchases at the new maximum price set by the General Meeting will amount to €31,501,025.

The Board of Directors may acquire, dispose of and transfer shares in the Company by any means, by market trading particularly by blocks of securities which may possibly concern the entire programme.

This authorisation terminates with immediate effect the previous one granted by the General Meeting of 17 April 2020.

Treasury shares acquired and/or cancelled by the Company under the previous authorisations granted by the General Meeting shall be taken into account in determining the number of shares held by the Company within the aforementioned limit of 10%.

The Board of Directors, in its report to the annual General Meeting, shall give the shareholders information relating to the purchases and disposals of shares made in this way.

With a view to ensuring execution of this authorisation, all powers are conferred on the Board of Directors with the right to sub-delegate to its Chairperson, to place any market order, enter into any agreement particularly with the view of keeping registers of purchases and sales, to make any statements to the Financial Market Authority or any other organisation, to carry out all formalities and, in general, to do whatever is necessary.

Eighth resolution

The General Meeting, having considered the Report by the Board of Directors, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information related to the compensation of the corporate officers mentioned in Article L. 22-10-9 of said Code as presented in the report on the Company's Governance.

Ninth resolution

The General Meeting, having considered the Report by the Board of Directors prepared pursuant to Articles L.225-37 last paragraph and L22-10-9 of the French Commercial Code, approves the components of the compensation paid or allocated to Mr Alain DI CRESCENZO for the financial year ended on 31 December 2020 as presented in the report on the Company's Governance.

Tenth resolution

The General Meeting, having considered the Report by the Board of Directors prepared pursuant to Articles L.225-37 last paragraph and L22-10-8 of the French Commercial Code, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional component of the total compensation and benefits of all kind, as described in the report on the Company's Governance which may be allocated to Mr Alain DI CRESCENZO for the 2021 financial year for his mandate as Chairperson and Chief Executive Officer of the Company.

Eleventh resolution

The General Meeting, having considered the Report by the Board of Directors prepared pursuant to Article L.225-37 last paragraph and L22-10-8 of the French Commercial Code, approves the compensation policy of the members of the Board of Directors, as presented in the report on the Company's Governance.

Twelfth resolution

In accordance with Articles L.225-45 and L22-10-8 of the French Commercial Code, the General Meeting decides, as proposed by the Board of Directors, that the global amount of the allowance for the compensation of independent Directors and/or who do not receive direct compensation from one of the subsidiaries of the IGE+XAO Group be increased to €6,000 for the financial year 2021.

II. COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

Thirteenth resolution

The General Meeting, having considered the Report by the Board of Directors decides, to initiate written consultations of the Directors and to insert the following article into the bylaws of the Company:

"ARTICLE 13 – WRITTEN CONSULTATIONS

In accordance with the current legislative and regulatory provisions, the Board of Directors can take the following decisions by consulting Directors:

- Temporary appointment of members of the Board;
- Authorisation of securities and guarantees given by the Company;
- Amendment of the bylaws to comply with legislative and regulatory provisions;
- Convening of the General Meeting;
- Transferring the head office of the Company in the same “*département*”.

In case of written consultation, each member of the Board of Directors receives via email the text of the proposed resolutions along with the documents required for the information of the members. The members have a period of five (5) clear days starting from the data of receipt of the text of the resolutions to issue their vote in writing.

The vote is formulated on the text itself of the proposed resolutions and for each resolution, by the word: "yes", "no" or "abstention". "

Fourteenth resolution

The General Meeting, having considered the Report by the Board of Directors, approves the updating of the bylaws of the Company.

Fifteenth resolution

The General Meeting, having considered the Report by the Board of Directors and that of the Statutory Auditors, authorises the Board of Directors, on its sole deliberations and at the times it deems appropriate, to cancel all or part of the shares acquired by the Company, pursuant to the provisions of Article L22-10-62 of the French Commercial Code and by virtue of the authorisations granted by the Annual General Meetings of the Company.

The General Meeting notes that such a decrease may not relate to more than 10% of the share capital by 24-month period.

The difference between the net book value of the shares cancelled in this way and the nominal amount of the capital decrease made shall be charged by the Board of Directors to the premium or available reserve line items according to methods to be determined.

Sixteenth resolution

The General Meeting, having considered the Report by the Board of Directors, decides, pursuant to Article L 225-129-6 paragraph 2 of the French Commercial Code, to reserve for the employees of the company, share capital increase in cash under the conditions provided for in Article L.3332-18 of the Labour Code.

In the event this resolution is adopted, the Meeting decides:

- to authorise the Board of Directors to increase, within a maximum period of 26 months as from this General Meeting, the capital concerning a maximum of 15,000 shares which will be reserved for

employees in the framework of a company savings plan and carried out in accordance with the provisions of Article L.3332-18 of the Labour Code;

- therefore to grant all powers to the Board of Directors to implement this delegation and in this respect:

- to set the conditions of seniority required to participate in the operation, within the legal limits and where applicable the maximum number of shares that can be subscribed per employee,

- to set the number of new shares to be issued and their date of entitlement,

- to set within the legal limits, the issue price of the new shares as well as the periods granted to employees to exercise their rights,

- to set the periods and the particulars for paying for the new shares,

- to record the completion of the capital increase or increases and to make all necessary amendments to the bylaws,

- to proceed with all the operations and formalities made necessary by the realisation of the capital increase or increases.

This delegation prevails in favour of the abovementioned employees and expressly excludes the preferential right of shareholders to subscribe to the shares that will be issued.

III. COMPETENCE OF BOTH MEETINGS

Seventeenth resolution

The General meeting confers all powers to the bearer of a copy or an extract of these minutes, to carry out all filings, publications, legal or other formalities.

The Board of Directors