GROUPE PARTOUCHE

A French *Société Anonyme* with an Executive Board and a Supervisory Board
With share capital of €192,540,680
Registered office: 141 bis rue de Saussure – 75017 Paris, France
Paris Trade and Companies Register (RCS) no.: 588,801,464

NOTICE OF MEETING

The shareholders are invited to a Combined Annual Ordinary and Extraordinary Shareholders' Meeting to be held at 10am on Wednesday, 14 April 2021 at the Company's registered office at 141 bis rue de Saussure – 75017 Paris, France, subject to modification on grounds of public health, to consider the following agenda:

AGENDA

I. Agenda for the Annual Ordinary Shareholders' Meeting:

- Management report prepared by the Executive Board on the financial statements for the financial year ending 31 October 2020
- Chairman of the Supervisory Board's report on corporate governance attached hereto
- Statutory Auditors' report on the financial statements for the financial year ended 31 October 2020 and Statutory Auditors' report on the consolidated financial statements for the financial year ended 31 October 2020
- Report presented by the Supervisory Board on the Executive Board's report on the financial statements for the financial year ended 31 October 2020

1. Approval of the parent company financial statements
2. Full discharge for Executive Board members
3. Appropriation of net profit for the year
4. Approval of the consolidated financial statements
5. Review of the Statutory Auditors' special report on agreements governed by Article L. 225-86 of the French Commercial Code and approval of said agreements
6. Introduction of the procedure for repurchasing shares pursuant to Article L. 225-209 of the French Commercial Code
7. Approval of the components of the remuneration policy for senior executive officers, as outlined in the Supervisory Board's report on corporate governance – Articles L. 225-82-2 and L. 225-100 of the French Commercial Code
8. Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Patrick Partouche, Chairman of the Supervisory Board
9. Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Isidore Partouche, Vice-Chairman of the Supervisory Board
10. Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Fabrice Paire, Chairman of the Executive Board
11. Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Ari Sebag, a member of the Executive Board
12. Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Kathy Zenou, a member of the Executive Board
13. Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Jean-François Largillière, a member of the Executive Board
14. Remuneration awarded to Supervisory Board members
15. Powers to carry out the formalities.

I. Agenda for the Extraordinary Shareholders' Meeting:

- Executive Board's report
- Special report of the Statutory Auditors at the Extraordinary Shareholders' Meeting

16. Delegation of authority to the Executive Board for the purpose of increasing the share capital through the issue of ordinary shares or any securities conferring access to the share capital with preferential subscription rights for shareholders.
17. Delegation of authority to the Executive Board for the purpose of increasing the share capital through the issue of ordinary shares or any securities conferring access to the share capital without preferential subscription rights for shareholders.
18. Delegation of authority to the Executive Board for the purpose of issuing shares or any securities conferring access to the share capital, up to a limit of 10% of the share capital, in consideration for contributions in kind.
19. Delegation of authority to the Executive Board for the purpose of increasing the share capital through the capitalisation of premiums, reserves, earnings or other items.
20. Delegation of authority to the Executive Board for the purpose of increasing the share capital without preferential subscription rights through a private placement.
21. Delegation of authority to the Executive Board for the purpose of reducing the share capital by retiring shares as provided for under Article L. 225-209 of the French Commercial Code.
22. Powers to carry out the formalities.

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This document is a free translation into English of the original French "Avis de réunion".
It is not a binding document. In the event of a conflict of interpretation, reference should be made to the French version, which is the authentic text.

DRAFT RESOLUTIONS TO BE SUBMITTED TO THE COMBINED ANNUAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF WEDNESDAY, 14 APRIL 2021

ORDINARY BUSINESS

I.- FIRST RESOLUTION: ***Approval of the parent company financial statements***
The Shareholders' Meeting, having heard the reports of the Executive Board, the Supervisory Board and the Statutory Auditors, approves the documents and annual financial statements for the financial year ended 31 October 2020, namely the balance sheet, the income statement and the notes prepared at 31 October 2020, as presented, and the transactions reflected in these financial statements and summarised in these reports.

II.- SECOND RESOLUTION: ***Full discharge for Executive Board members***
The Shareholders' Meeting gives the Executive Board members full discharge for the performance of their duties in said financial year.

III. THIRD RESOLUTION: ***Appropriation of net profit for the year***

The Shareholders' Meeting, on the recommendation of the Executive Board, decides to appropriate the loss for the financial year amounting to €(13,954,333) as follows:

- Loss for the financial year	€ (13,954,333)
- Under "Retained earnings"	€ (13,954,333)
Which, after appropriation, amounts to	*€ 140,805,348.*

In accordance with the provisions of Article 243 bis of the French General Tax Code, the Shareholders' Meeting duly notes that during the past three financial years, only one dividend has been paid to shareholders, decided upon on an exceptional basis by the Extraordinary Shareholders' Meeting of 5 September 2017 in a total amount of €3,001,283.60, or a net dividend per share of €0.31.

IV. - FOURTH RESOLUTION: ***Approval of the consolidated financial statements***
The Shareholders' Meeting, having heard the reports of the Executive Board, the Supervisory Board and the Statutory Auditors, approves the consolidated financial statements for the financial year ended 31 October 2020, namely the balance sheet, the income statement and the notes prepared at 31 October 2020, as presented, and the transactions reflected in those financial statements and summarised in these reports.

V.- FIFTH RESOLUTION: ***Agreements governed by Article L. 225-86 of the French Commercial Code***
The Shareholders' Meeting, having reviewed the Statutory Auditors' special report on agreements governed by Article L. 225-86 of the French Commercial Code and approved this report:

- duly notes that no related-party agreements entered into during the financial year or after the year-end date need to be submitted for approval to the Shareholders' Meeting,
- and approves the agreements listed below, which were approved by the Shareholders' Meeting in previous financial years.

Related-party agreements duly authorised during previous financial years:

- that remained in force during the financial year ended 31 October 2020:

  - ✓ Tax consolidation agreement: the Board authorised on 28 January 2020 the tacit renewal of this agreement that had expired on 31 October 2019 for a further period of five years until 31 October 2024.

  - ✓ Decision from 12 June 2018 for GPSA to cover for the surveillance costs of Patrick Partouche's personal home as of 1 July 2018. The Supervisory Board considered that these costs should be covered by Groupe Partouche SA given the link between its reputation and that of Patrick Partouche and the key duties performed by the latter.

  - ✓ Cash pooling agreement with Financière Partouche: Financière Partouche SA was authorised to participate in the cash pooling agreement for Group companies with Groupe Partouche SA.

  - ✓ Management consulting agreement with Shal & Co SA: On 28 December 2006, the Company entered into an agreement with Shal & Co SA for management consulting services. This agreement was amended for the first time on 28 December 2008. A second amendment was authorised by the Supervisory Board at its meeting of 28 January 2020 and approved at the Shareholders' Meeting of 1 April 2020, to reflect changes in Groupe Partouche's locations and the Group's current strategy. The Supervisory Board authorised at its meeting of 10 March 2020 the final wording of this amendment, which states that the agreement "has been renewed for a two-year period, after which the parties agree to rediscuss its terms and conditions".

  - ✓ Lease with Financière Partouche SA: this lease, which was entered into during the financial year ended on 31 October 1998 for the purpose of leasing the premises of its registered office to Groupe Partouche SA, was terminated

amicably on 19 December 2019, following the Supervisory Board's authorisation on 10 December 2019, owing to the sale of the building by Financière Partouche.

- ✓ Arrangement in its place, also authorised by the Supervisory Board on 10 December 2019, of a sub-lease covering the entirety of the aforementioned premises, with Partouche Immobilier for a 12-year period, in return for annual rent of €787,000 excluding service charges and excluding taxes (this change took place following the sale by Financière Partouche of the properties concerned to two institutional lessors, followed by the arrangement of a lease by Partouche Immobilier with these lessors.

- ✓ The return to profitability clause relating to the debt forgiveness agreement with Société du Grand Casino de Cabourg was triggered in respect of an amount of €607,729 in the financial year. At 31 October 2020, the outstanding debt not triggering the return to profitability clause with the aforementioned company totalled €2,244,451.

- that did not remain in force during the financial year ended 31 October 2020:

  - ✓ with Grand Casino du Havre SA: return to profitability clause for a debt forgiveness in the amount of €18,503,867;
  - ✓ with Casino de la Trinité: return to profitability clause for a debt forgiveness in the amount of €3,267,000;
  - ✓ with Casino de la Tremblade: return to profitability clause for a debt forgiveness in the amount of €677,846;
  - ✓ with Hôtel Cosmos SARL: return to profitability clause for a debt forgiveness in the amount of €3,516,140;
  - ✓ with Partouche Interactive SA: return to profitability clause for a debt forgiveness in the amount of €12,000,000;
  - ✓ with Société d'exploitation du Casino et d'Hôtels de Contrexéville SAS: return to profitability clause for a debt forgiveness in the amount of €550,000;
  - ✓ Current account subordination agreement with SAS Casinos de Vichy "Les 4 Chemins": on 31 October 2012, the Company entered into a current account subordination agreement with Casinos de Vichy "Les 4 Chemins", 91.83% of which is indirectly held (an agreement that is no longer in force since the court-ordered liquidation of the company in a ruling on 21 February 2017).

VI.- SIXTH RESOLUTION: ***Introduction of the procedure for repurchasing shares pursuant to Article L. 225-209 of the French Commercial Code***

The Shareholders' Meeting, having heard the Executive Board's report:

1. Authorises the Executive Board, with the option of sub-delegating this authority as provided for by the regulations in force, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, to set up a repurchase programme for the Company's shares in line with the terms and conditions stated below:
   - The Company may, in compliance with the aforementioned laws and the market practices permitted by the Autorité des Marchés Financiers [French financial markets authority], trade in its own shares for one of the following purposes:

- Retiring some or all of them, subject to the adoption of the twentieth resolution hereinafter concerning the authorisation to be granted to the Executive Board to reduce the share capital, and in line with the terms stated in that resolution;
- Allocate them to the employees and/or company officers of the Company and/or existing or future related companies, under the conditions laid down in law, and in accordance with any formula permitted by law, particularly within the framework of share awards covered by Article L.225-209 Paragraph 5 of the French Commercial Code;
- Hold and subsequently exchange or use them as payment for future acquisitions;
- Used to help ensure the liquidity and regularity of trading in the company's shares under a liquidity contract with a provider of investment services and in compliance with the code of conduct of the Autorité des Marchés Financiers, the French financial markets authority.

  - In addition, the number of shares that the Company may buy under the share repurchase programme covered by this resolution may not under any circumstances lead to an increase in the total number of shares held in treasury by the Company exceeding 10% of its share capital, it being specified that where the shares are purchased by the Company for the purpose of enhancing liquidity and frequency of trading in the shares, the number of shares used to calculate this upper limit will be the number of shares purchased less the number of shares resold during the period of validity of this authorisation and that where the shares have been purchased by the Company to be held or for subsequent remittance as consideration or in exchange as part of an external growth transaction, the number of shares purchased may not exceed 5% of its share capital.
  - The Company may purchase its own shares under this repurchase programme: only at a unit price that may not exceed €80 per share (excluding fees and commission), it being specified that this repurchase price may be adjusted, where appropriate, to reflect any capital transactions (including the capitalisation of reserves, bonus share allotments, share

splits or consolidations) occurring during the course of this share repurchase programme, as stated hereinbelow, subject to an aggregate cap of €75,000,000 (excluding trading fees).
    - The share purchase, sale, transfer and exchange transactions under this share repurchase programme may be carried out by any means on a regulated or OTC market (including through a simple acquisition, transfers of blocks, use of any and all financial instruments or derivative products, through option instruments) as provided for and subject to the restrictions laid down in the law and regulations in force. The maximum percentage of the share capital purchased in the form of share blocks may be equivalent to the total size of the share repurchase programme authorised by this resolution.
    - These transactions may take place at any time in compliance with the regulations in force, including during a public offer.
2. Sets at 18 months from the date of this Shareholders' Meeting the period of validity of the authorisation granted pursuant to this resolution.
3. Gives full powers to the Executive Board, which may be sub-delegated to its Chairman, as provided for in law, to decide, as specified in the provisions of law and the regulations in force, as well as in the terms laid down in this resolution, to implement the share repurchase programme, to determine the arrangements and to set the hierarchy of priorities for the programme, place any stock market order, enter into any agreement, keep the share purchase and sale registers, make any declarations required by the regulations to any authority, perform any other formalities and, generally speaking, take whatever action is necessary.
4. Duly notes that the Executive Board will inform shareholders as provided for in law and the regulations of the use made of the authorisation outlined in this resolution and notify the Autorité des Marchés Financiers in accordance with the applicable regulations.
5. Terminates the authorisation to trade in the Company's shares given to the Executive Board pursuant to the sixth resolution of the Ordinary Shareholders' Meeting of 1 April 2020.

VII.- SEVENTH RESOLUTION: ***Approval of the components of the remuneration policy for senior executive officers - Article L. 225-82-2 and L. 225-100 of the French Commercial Code***

The Shareholders' Meeting, having heard the remuneration policy for Executive Board members and for the Chairman of the Supervisory Board, as outlined in the corporate governance report prepared by the Supervisory Board attached with the Executive Board's management report, approves the remuneration policy for the Company's senior executive officers as presented in this report.

VIII.-EIGHTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Patrick Partouche***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2019/2020 financial year to Patrick Partouche, Chairman of the Supervisory Board.

IX.-NINTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Isidore Partouche***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2019/2020 financial year to Isidore Partouche, Vice-Chairman of the Supervisory Board.

X.-TENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Fabrice Paire***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2019/2020 financial year to Fabrice Paire, Chairman of the Executive Board.

XI.-ELEVENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Ari Sebag***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2019/2020 financial year to Ari Sebag, Executive Board member.

XII.-TWELFTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Katy Zenou***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2019/2020 financial year to Katy Zenou, Executive Board member

XIII.- THIRTEENTH RESOLUTION: ***Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or awarded in respect of the financial year ended 31 October 2020 to Jean-François Largillière***

The Shareholders' Meeting approves the total remuneration paid in respect of the 2019/2020 financial year to Jean-François Largillière, Executive Board member.

XIV.- FOURTEENTH RESOLUTION: ***Remuneration awarded to Supervisory Board members***

The shareholders at the Shareholders' Meeting decided to set the total annual amount of compensation allocated to the Supervisory Board at €125,000 (one hundred and twenty-five thousand euros). This decision and this amount apply for the financial year that began on 1 November 2020 and each subsequent financial year until the Shareholders' Meeting decides otherwise.
The Shareholders' Meeting reiterates that it is incumbent on the Supervisory Board to decide how to allocate the fees between members and on the payment date of this remuneration.

XV.- FIFTEENTH RESOLUTION: ***Powers to carry out the formalities***

The Shareholders' Meeting gives full powers to the bearer of an original, copy or excerpts of these minutes to carry out any and all legal formalities and, generally, take whatever action is required.

EXTRAORDINARY BUSINESS

XVI.- SIXTEENTH RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of increasing the share capital through the issue of ordinary shares or any securities conferring access to the share capital with preferential subscription rights for shareholders***

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having heard the Executive Board's report and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, including Articles L. 225-129, L.225-129-2, L.225-132, L.225-134, L.228-91 et seq. of the French Commercial Code:

- Delegates authority to the Executive Board to decide, in the proportions and at the times it deems appropriate, in France or abroad, to issue the Company's ordinary shares or any securities conferring access to the share capital of the Company or of another company in which the Company holds directly or indirectly more than half share capital;
- Decides that the securities conferring access to the share capital of the Company or of one of its subsidiaries, which may be issued under this authority, may consist of debt securities, be attached to the issue of such securities or may give rise to the issue of intermediate securities; they may be issued in euros or in any other currency, or in any currency units established with reference to several currencies;
- Decides that the total amount of increases in share capital that may be carried out, immediately or in the future, pursuant to this delegation may not exceed a nominal value of €30,000,000, plus any additional amount of shares that would have to be issued to protect, in accordance with the law, the rights of holders of securities conferring access to the share capital, stock options or bonus share allotment rights;
- Decides that shareholders may, pursuant to the statutory provisions in force, exercise their preferential rights to subscribe on an irrevocable basis for ordinary shares and for securities to be issued pursuant to this resolution and that the Executive Board may, in addition, grant shareholders a preferential subscription right subject to reduction that shareholders may exercise in proportion to their subscription rights and, in any event, up to the amount they request;
- Decides, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that if subscriptions by irrevocable entitlement and, as the case may be, subject to reduction, do not cover the entire amount of an issue, the Executive Board may, at its discretion and in the order it determines, reduce the size of the issue to the amount of subscriptions received provided this amounts to at least three-quarters of the original size of the issue, freely distribute some or all of the unsubscribed securities or make a public offering of some or all of the unsubscribed securities in France or abroad;
- Duly notes that this resolution entails, by operation of law, the waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities conferring access to the share capital may be issued pursuant to this delegation of authority;
- Grants, in particular and without this list being exhaustive, full power to the Executive Board, which may be sub-delegated as provided for in law, to:
    - Determine the form, type and characteristics of the securities conferring access to the share capital to be issued and set the terms of issue, including the dates, deadlines and terms of issue,
    - Set the issue price, the amounts to be issued, the dividend entitlement date, which may be before the date of issue, of the ordinary shares or securities conferring access to the share capital,
    - Determine how the ordinary shares or, as the case may be, securities conferring access to the share capital, are to be paid up,
    - Lay down any arrangements under which the Company will have the option of buying or exchanging on- or off-market, at any time or during predetermined periods, the ordinary shares or securities conferring access to the share capital, either issued or to be issued,
    - Take, where appropriate, as a result of the issue of ordinary shares or securities conferring access to the share capital, any and all requisite measures to protect the rights of holders of securities conferring access to the Company's share capital, stock (purchase or subscription) options and bonus share allotment rights, in accordance with the provisions of law and the regulations and any contractual obligations made by the Company and suspend any exercise of rights attached to such securities, in compliance with the provisions of law and the regulations,
    - At its sole discretion, should it deem appropriate, charge fees, duties and expenses incurred by the issues against the corresponding premiums and deduct the requisite amounts needed to top up the legal reserve to the appropriate level,

- Apply, where appropriate, for admission to trading on a regulated market of the ordinary shares or securities conferring access to the share capital,
- And, generally, take any measures, enter into any agreements and carry out any formalities necessary for the smooth completion of the envisaged issues, formally record completion of the resulting capital increases and amend the Articles of Association accordingly.

- Sets at 26 months from the date of this Shareholders' Meeting the period of validity of this delegation of authority;
- Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 27 March 2019.

XVII.- SEVENTEENTH RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of increasing the share capital through the issue of ordinary shares or any securities conferring access to the share capital without preferential subscription rights for shareholders***

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having heard the Executive Board's report and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, including Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 et seq.:

- Delegates authority to the Executive Board to decide, in the proportions and at the times it deems appropriate, in France or abroad, to issue the Company's ordinary shares or any securities conferring access to the share capital of the Company or of another company in which the Company holds directly or indirectly more than half share capital;
- Decides that the securities conferring access to the share capital of the Company or of one of its subsidiaries, which may be issued under this authority, may consist of debt securities, be attached to the issue of such securities or may give rise to the issue of intermediate securities; they may be issued in euros or in any other currency, or in any currency units established with reference to several currencies;

- Decides that the total amount of increases in the share capital that may be carried out, immediately or in the future, may not exceed a nominal value of €30,000,000, it being specified that this amount counts against the nominal cap on capital increases provided for in the fifteenth resolution hereinabove;

- Decides to disapply shareholders' preferential right to subscribe for any ordinary shares and composite securities conferring access to the capital issued pursuant to this delegation of authority and to offer these securities by means of a public offering as provided for in law and the regulations, it being specified that the Executive Board may grant shareholders, in accordance with the provisions of Article L. 225-135 of the French Commercial Code, a priority period concerning all or part of the issue;
- Authorises the Executive Board, in the event of surplus demand, to increase the number of securities conferring access to the Company's share capital initially issued, subject to an upper limit of 15% of the original issue size, without exceeding the ceiling stated hereinabove as provided for in Article L. 225-135-1 of the French Commercial Code;
- Decides that, if subscriptions do not cover the entire amount of an issue, the Executive Board may use, in the order it determines, one or other of the following options: reduce the size of the issue to the amount of subscriptions received provided this amounts to at least three-quarters of the original issue, or freely distribute some or all of the unsubscribed securities;
- Duly notes that this resolution entails, by operation of law, the waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities conferring access to the share capital may be issued pursuant to this delegation of authority;
- Decides that:
    - The issue price of securities conferring access to the share capital will be such that the amount received immediately by the Company, plus any amount it may receive subsequently, will be at least equal, for each share issued as a result of the issue of these securities, to the amount set below after any adjustment to reflect the difference in dividend entitlement date;
    - The issue price of ordinary shares may not be any lower than the minimum authorised by the provisions of law and the regulations applicable on the day of issue of the securities conferring access to the share capital after any adjustment to reflect the difference in dividend entitlement date;
- Decides that these delegations of authority granted to the Executive Board may be used to carry out a capital increase for the purpose of providing consideration for securities tendered to a public exchange offer for securities meeting the requirements of Article L. 225-148 of the French Commercial Code;
- Grants, in particular and without this list being exhaustive, full power to the Executive Board, which may be sub-delegated as provided for in law, to:
    - Determine the form, type and characteristics of the securities conferring access to the share capital to be issued and set the terms of issue, including the dates, deadlines and terms of issue,
    - Set the issue price, the amounts to be issued, the dividend entitlement date, which may be before the date of issue, of securities conferring access to the share capital,
    - Determine how the securities conferring access to the share capital are to be paid up,
    - Lay down any arrangements under which the Company will have the option of buying or exchanging on- or off-market, at any time or during predetermined periods, the securities conferring access to the share capital issued,
    - At its sole discretion, should it deem appropriate, charge fees, duties and expenses incurred by the issues against the corresponding premiums and deduct the requisite amounts needed to top up the legal reserve to the appropriate level,
    - If debt securities are issued, decide, whether or not they are subordinated, set their interest rate, whether or not they should have a fixed maturity date, the fixed or variable redemption price with or without a premium, the repayment

arrangements and the terms under which these securities will carry entitlement to ordinary shares,
- Apply, where appropriate, for admission to trading on a regulated market for securities conferring access to the share capital to be issued and, generally, take any measures, enter into any agreements and carry out any formalities necessary for smooth completion of the planned issues, formally record completion of the resulting capital increases and amend the Articles of Association accordingly;

- Sets at 26 months from the date of this Shareholders' Meeting the period of validity of this delegation of authority;
- Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 27 March 2019.

XVIII.- EIGHTEENTH RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of issuing shares or any securities conferring access to the share capital, up to a limit of 10% of the share capital, in consideration for contributions in kind***

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having heard the Executive Board's report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 and L. 225-147 of the French Commercial Code:

— Grants the Executive Board authority to decide, based on the contributions appraiser' report(s), to carry out one or more increases in the share capital, by issuing the Company's ordinary shares or securities conferring access to the share capital with a view to providing consideration for contributions in kind granted to the Company consisting of equity securities or securities conferring access to the share capital where the provisions of Article L. 225-148 of the French Commercial Code do not apply;

— Sets at 10% of the share capital the ceiling on the immediate or future increase in the share capital resulting from issues completed pursuant to this delegation of authority, it being specified that the nominal value of capital increases pursuant to this delegation count against the aggregate nominal ceiling provided for in the sixteenth resolution;

— Decides to disapply, for the benefit of holders of shares or securities, in respect of which the contributions in kind were made, the preferential right to subscribe for the ordinary shares and duly notes that this resolution entails, by operation of law, the waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to be issued on the basis of this delegation of authority;

— Grants full powers to the Executive Board, which may be sub-delegated as provided for in law, for the purposes of approving the appraisal of contributions, deciding on and formally recording completion of the capital increase providing consideration for the contribution, setting off any fees and duties incurred by the capital increase against the contribution premium, setting off against the contribution premium, where it deems appropriate to do so, the amounts required to top up the legal reserve, amending the Articles of Association accordingly and, more generally, taking any action required;

— Sets at 26 months from the date of this Shareholders' Meeting the period of validity of this delegation of authority;

— Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 27 March 2019.

XIX.- NINETEENTH RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of increasing the share capital through the capitalisation of premiums, reserves, earnings or other items***

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements laid down in Article L. 225-130 of the French Commercial Code, having heard the Executive Board's report, in accordance with the provisions of Article L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

— Delegates authority to the Executive Board, for a period of twenty-six months from this Shareholders' Meeting, to decide to carry out one or more capital increases by capitalising premiums, reserves, earnings or other items, capitalisation of which is lawful and compliant with the Articles of Association in the form of a bonus share allotment or an increase in the nominal value of existing shares.

— Decides that the total amount of increases in the share capital that may be carried out, immediately and/or in the future, may not exceed the amount of available premiums, reserves and earnings.

— Decides that the total amount of increases in share capital that may be carried out may be increased by the amount necessary to protect, in accordance with the law, the rights of holders of securities conferring access to shares, irrespective of the ceiling set hereinabove.

— Should the Executive Board make use of this delegation of authority, decides in accordance with the provisions of Article L. 225-130 of the French Commercial Code that fractional shares will not be negotiable and that the corresponding shares will be sold, it being stipulated that the sale of said shares and the distribution of the proceeds from their sale to holders of the rights will take place by the deadline and in accordance with the arrangements provided for by the regulations in force at the time of the sale.

— Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 27 March 2019.

— In any event, the amount of capital increases carried out pursuant to this resolution counts against the aggregate ceiling provided for in the sixteenth resolution.

XX.- TWENTIETH RESOLUTION: ***Delegation of authority to the Executive Board for the purpose of increasing the share capital without preferential subscription rights through a private placement.***

The Shareholders' Meeting, having heard the Executive Board's report and the special report of the Statutory Auditors, in accordance with the provisions of Article L. 225-136 et seq. of the French Commercial Code:

— Delegates authority to the Executive Board, for a period of twenty-six months from this Shareholders' Meeting, to carry out, on one or more occasions, a capital increase reserved for qualified investors or a restricted circle of investors as provided for in Article L. 225-136 of the French Commercial Code.

— Decides that the issue price for the shares will be set using the same rules as for a public offering and in accordance with Article L. 225-136 of the French Commercial Code.
— Decides that the total amount of increases in the share capital that may be carried out is capped at 20% of the share capital per year.
— In any event, the amount of capital increases carried out pursuant to this resolution counts against the aggregate ceiling provided for in the sixteenth resolution.
— Duly notes that this delegation of authority supersedes any prior delegation with the same purpose and specifically that granted by the Shareholders' Meeting of 27 March 2019.

XXI.- TWENTY-FIRST RESOLUTION: *Delegation of authority to the Executive Board to reduce the share capital by retiring shares as provided for under Article L. 225-209 of the French Commercial Code.*

The Shareholders' Meeting, deliberating in accordance with the quorum and majority voting requirements for extraordinary shareholders' meetings, having heard the Executive Board's report and the special report of the Statutory Auditors, and subject to adoption of the sixth resolution hereinabove concerning implementation of a share repurchase programme:
— Authorises the Executive Board, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, reduce the share capital on one or more occasions, at its sole discretion and at the times it deems appropriate, by retiring shares held by the Company.
— Reiterates that, in accordance with the law, the total amount of reductions in the share capital that may be completed, is capped at 10% of the Company's share capital on the day on which the Executive Board makes a share retirement decision and per period of twenty-four months for the assessment of such cap, it additionally being stipulated that this cap applies to an amount of share capital that will be adjusted to reflect transactions affecting it subsequent to this Shareholders' Meeting.
— Decides that any amount by which the purchase price of shares exceeds their nominal value will be charged to issue, merger or contribution premiums or to any available reserves, including the legal reserve.
— Sets at 18 months from the date of this Shareholders' Meeting the period of validity of this authorisation.
— Terminates the authorisation to trade in the Company's shares given to the Executive Board pursuant to the sixth resolution of the Ordinary Shareholders' Meeting of 1 April 2020.
— Grants full powers to the Executive Board, which may be sub-delegated as provided for in law, for the purpose of implementing this authorisation, which includes taking care of any deeds, formalities, notifications or statements for the purpose of completing any capital reductions decided upon and implemented pursuant to this resolution, including formally recording their completion and amending the Company's Articles of Association accordingly, and generally, taking whatever action is required.

XXII.- TWENTY-SECOND RESOLUTION: *Powers*

The Shareholders' Meeting gives full powers to the bearer of an original, copy or excerpts of these minutes to carry out any and all legal formalities and, generally, take whatever action is required.

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Shareholders' Meetings are open to all shareholders, irrespective of the number of the shares they hold.

A – Conditions for attendance at the Shareholders' Meeting
In accordance with the provisions of the French Commercial Code, shareholders should note attendance at the Shareholders' Meeting is contingent on an account entry being registered in the name of the shareholder or the intermediary on their behalf at zero hour Paris time on the second business day prior to the Shareholders' Meeting:
– either in the registered share accounts administered by the Company,
– or in the bearer share accounts administered by the authorised intermediary.
In accordance with Article R. 225-85 of the French Commercial Code, the date of record has been set at zero hour, Paris time on Monday, 12 April 2021.
This entry must be demonstrated with a holding certificate issued by an authorised intermediary and attached with the remote voting or proxy form or the request for an admission pass showing the shareholder's name.

B – Voting arrangements at the Shareholders' Meeting
Shareholders wishing to attend the Shareholders' Meeting may request an admission pass:
– for registered shareholders: from Crédit Industriel et Commercial (CIC Market Solutions), 6 avenue de Provence, F-75452 Paris Cedex 09,
– for bearer shareholders: from the intermediary managing their securities account.
If they are not attending the Shareholders' Meeting in person, shareholders may choose one of the following three options:
– sending a proxy to the Company without naming a representative, which is equivalent to appointing the Chairman of the Shareholders' Meeting to represent them,
– voting by correspondence,
– giving a proxy to another shareholder, their spouse or partner in a civil partnership (*pacte civil de solidarité*), or any other natural or legal person of their choosing as provided for in law and the regulations, as stipulated in Article L. 225-106-1 of the French Commercial Code.

Shareholders may request the voting form and its annexes from the financial institution that has custody of their shares. They must ensure they place the request with this intermediary six days ahead of the Shareholders' Meeting, or Thursday, 8 April 2021, at the latest.
The voting by correspondence forms will be taken into account only if they are received by Crédit Industriel et Commercial (CIC Market Solutions) at the address stated hereinabove three days prior to the date of the Shareholders' Meeting, that is Saturday, 10 April 2021, and are supported by a holding certificate when the request is made by the holder of bearer shares.
The option of attending this Shareholders' Meeting by videolink or by other telecommunications links has not been provided.
In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notification of the nomination and removal of company officers may be communicated electronically at the following addresses: www.partouche.com, or serviceproxy@cic.fr, accompanied by an electronic signature obtained from a third party certifier, or in writing to Crédit Industriel et Commercial (CIC Market Solutions), 6 Avenue de Provence – F-75452 Paris Cedex 09. Only notifications of nomination or revocation of mandates that have been duly signed, completed and received no later than three days before the date of the Shareholders' Meeting, shall be taken into consideration.
In accordance with the provisions of Article R. 225-85 of the French Commercial Code, once a shareholder has cast his/her vote by correspondence or requested an admission card, he/she can no longer choose any other method of participating in the Shareholders' Meeting.
Shareholders who have already cast their vote remotely, given a proxy or requested an admission card may sell all or a portion of their shares at any time. However, if the sale takes place before zero hour Paris time on the second business day prior to the Shareholders' Meeting, the company shall invalidate or modify, as applicable, the remote vote, the proxy or the admission card. To this end, the intermediary holding the account shall notify the company or the company officer of the transfer and provide it with all necessary information.
No sale or any other transaction carried out after zero hour Paris time on the second business day prior to the Shareholders' Meeting, regardless of the means used, shall be notified by the authorised intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

C – Written questions from shareholders
In accordance with the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Chairman of the Executive Board. These questions must be sent to the Company's registered office, by registered letter with acknowledgement of receipt or by electronic means to the following address info-assemblee@partouche.com, no later than the fourth business day prior to the date of the Shareholders' Meeting, i.e. Thursday, 8 April 2021. They must be accompanied by a certificate of account registration.

D – Preparatory information documents
In accordance with the applicable laws and regulations, all documents that must be made available to shareholders in connection with Shareholders' Meetings will be available at the Company's registered office at 141 bis rue de Saussure – F-75017 Paris within the legal timeframe, and the documents provided for in Article R. 225-73-1 of the French Commercial Code will be available on the Company's website at the following address: www.partouche.com.