

CEGEDIM

Corporated in France as a “Société anonyme” with share capital of €13,431,769.2796

Headquarters: 129-137, rue d'Aguesseau - 92100 Boulogne

350 422 622 RCS Nanterre

ARTICLES OF ASSOCIATION

Updated June 21, 2024

SECTION I
FORM - PURPOSE - NAME - REGISTERED OFFICE
TERM - FISCAL YEAR

Article 1 - FORM

The holders of the shares here created and those that may be created at a later date agree to form a French société anonyme (corporation) that shall be governed by the laws and regulations currently applicable to companies that raise funds on public markets, and by these articles of association.

Article 2 - CORPORATE PURPOSE

The Company's corporate purpose is:

Acquiring stakes or interests in any company or undertaking whose business consists of data processing, market research, or marketing.

Providing various services in various fields.

Economic and social studies of all kinds in various fields, particularly statistical, financial, commercial and legal studies, market research, opinion polls, surveys of all kinds and in all fields, the creation and use of panels, public relations, advertising, and calculations of all kinds.

Organizing and managing companies and their data by the most diverse means.

Documentation using all means and in all fields, notably science, the economy, society, and statistics, etc.

Marketing, particularly the penetration of various markets, including all the activities required for this kind of market penetration.

All activities involving information and its processing, information technologies and machine processing, and all aspects of their design and use in various fields.

All administrative, financial, accounting, and management services for the Company's subsidiaries, affiliates and any third-party firm.

The acquisition, subscription, and management of all securities.

All industrial, commercial and financial, securities and real estate operations that may be directly or indirectly related to the corporate purpose and all similar or related purposes.

The acquisition by the Company, by all means, of equity interests in all enterprises or companies created or to be created related to the corporate purpose, particularly through the creation of new companies, equity contributions, general partnerships, the subscription or acquisition of securities or corporate rights, mergers, alliances or joint ventures or economic interest groups or lease management systems.

Article 3 - CORPORATE NAME

The Company's name is

"CEGEDIM".

Article 4 - REGISTERED OFFICE

The registered office is at 129-137, Rue d'Aguesseau in Boulogne Billancourt, France ~~in the Hauts-de-Seine department.~~

Article 5 - TERM

The term of the company is set at 99 years starting on the date it is registered in the corporate registry, except in the event of early dissolution or extension as provided hereinafter.

Article 6 - FISCAL YEAR

Each corporate fiscal year shall start on January 1 and on December 31.

SECTION II SHARE CAPITAL - SHARES

Article 7 - CONTRIBUTIONS

A contribution of two hundred fifty thousand French francs (FFR250,000) was made to the company at the time it was formed.

Pursuant to a decision made by the extraordinary shareholders' meeting on December 28, 1989, the share capital was increased to forty-eight million eight hundred thirty thousand French francs (FFR48,830,000) by a contribution in kind estimated at forty-eight million five hundred eighty thousand French francs (FFR48,580,000).

Under the terms of a written agreement dated November 4, 1994, as amended by a subsequent agreement dated November 15, 1994, the company CEGEDIM contributed all of its assets and liabilities to the company as part of a merger.

As compensation for this merger-absorption, the shareholders' meetings of the two companies approved issuance of 6,594 shares with a par value of FFR100 each to the shareholders of the absorbed company.

Pursuant to a decision by the combined ordinary and extraordinary shareholders' meetings of February 8, 1995, the share capital was increased to fifty-two million four hundred eighty-nine thousand four hundred French francs (FFR52,489,400) by the creation of 120,000 shares with an issue premium of FFR225 per share.

The execution of the capital increase was recorded by the Board of Directors in its meeting on May 17, 1995.

Pursuant to a decision by the extraordinary shareholders' meeting of December 22, 2000, the share capital was:

- reduced by a sum of FFR350.25 to a new total of FFR52,489,049.75. subsequently converted into euros in the amount of eight million one thousand nine hundred four euros and five euro cents (€8,001,904.05).
- raised to €8,850,955.56 by the creation of 891,112 new shares with a par value of €0.9528 each, with an issue premium of €71.6072 granted to the company ALLIANCE SANTE DISTRIBUTION SA, whose registered office is at 369-371 Promenade des Anglais, 06200 Nice, in exchange for a contribution in kind of €64,659,086.72.
- raised to €8,891,004.61 by the creation of 42,033 new shares with a par value of €0.9528 each, with an issue premium of €71.6072 per share, subscribed through a cash contribution by the company ALLIANCE SANTE DISTRIBUTION SA.

Pursuant to a decision by the Board of Directors in its meetings on November 5 and 19, 2009, and acting on the authority granted by the Extraordinary General Shareholders' Meeting of May 27, 2009, and with approval granted by the Chief Executive Officer on December 17, 2009, the share capital was increased to €13,336,506.43 by creating 4,665,724 new shares with a par value of €0.9528 each subscribed and fully paid up through cash contribution.

Pursuant to a decision by the Board of Directors in its meetings on October 26, 2023, and acting on the authority granted by the extraordinary shareholders' meeting of June 16, 2023, and with approval granted by the Chairman and Chief Executive Officer on June 21, 2024, the share capital was increased to €13,431,769.2796 by creating 99,982 new shares with a par value of €0.9528 each subscribed and fully paid through cash contribution.

Article 8 - SHARE CAPITAL

The share capital is set at €13,431,769.2796 divided into 14,097,155 shares with a par value of €0.9528 each, fully paid.

Article 9 - INCREASE AND DECREASE OF SHARE CAPITAL

Only an Extraordinary General Shareholders' Meeting may make changes to the share capital or amortize shares by all approved methods and in accordance with applicable legal and regulatory provisions. It may delegate to the Board of Directors the authority to the authority or powers required to decide or carry out a capital increase on one or more occasions, set the terms, record the execution and complete any subsequent formalities.

Changes to share capital may be carried out despite the existence of fractional shares, and shareholders shall be responsible for obtaining or grouping the necessary rights to buy or sell shares.

Article 10 - FORM AND OWNERSHIP OF SHARES

The shares shall be in registered or bearer form at the shareholder's discretion.

The shares shall be entered into an account kept by the Company under the conditions and in accordance with the terms provided for by the laws and regulations in force. At the shareholder's request, the Company shall provide a notice of entry into the account.

In accordance with the conditions and requirements set out in articles L.228-1 to L.228-3-1 of the French Commercial Code, the Company shall have the right to request at any time the identity of owners of shares, bonds or other instruments entitling shareholders to an immediate or future right to vote at its own shareholders meetings, as well as any other information needed to identify shareholders or their intermediaries.

Each share grants the right to a percentage, proportional to the number of existing shares, of the corporate assets and profits. It also grants the right to vote and be represented at shareholders' meetings in accordance with legal and statutory provisions.

More generally, whenever it is necessary to possess more than one share in order to exercise a right, shareholders must make their own arrangements to regroup the required number of shares, including any purchase or sale of shares.

Ownership of a share shall be automatically deemed acceptance of the Company's articles of association and the decisions of the General Shareholders' Meetings.

Article 11 - SALE OR TRANSFER OF SHARES

Any sale or transfer of shares involving the Company or a third party shall be carried out by a transfer from one shareholder account to another in accordance with all legal and regulatory provisions.

Only shares for which all amounts owed have been fully paid up are eligible for transfer.

SECTION III MANAGEMENT OF THE COMPANY

Article 12 - BOARD OF DIRECTORS

1. The Company shall be managed by a Board of Directors made up of at least three members and no more than eighteen members, subject to the derogations provided for by law. Directors shall be appointed for a term of six years.
2. Legal entities may be appointed as a Director. At the time of its appointment, the legal entity in question shall designate a permanent representative who shall be subject to the same requirements and obligations—and to the same liability—as if they were a Director, in addition to the liability of the legal entity they represent.
3. Directors shall be appointed and re-appointed by shareholders at a general meeting.
4. Persons shall be ineligible for appointment as director if, having passed the age of 85, their appointment would result in more than one-third of the number of the members of the Board of Directors being over said age. If, as a result of a director turning 85, the one-third proportion referred to above is exceeded, the oldest director shall be deemed to have resigned automatically at the first subsequent ordinary general meeting.

Article 13 - CHAIR AND DELIBERATIONS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall appoint a Chair chosen from among its individual members.

The Chair shall be appointed for the term of their directorship. They may be dismissed at any time by the Board of Directors.

The Board may elect one or more Vice-Chairs from among its individual members should it see fit to do so.

The Board shall also appoint a Secretary, who need not be a director or shareholder.

If the Chair, the director temporarily appointed to act as Chair and the Vice-Chair(s) are absent, the Board shall appoint at each meeting a director present to chair the meeting.

If the Secretary is absent, the Board shall appoint one of its members or a third party to perform the Secretary's role.

The Chair, Vice-Chair(s) and Secretary may be re-elected.

No one over the age of 85 may be appointed as Chair of the Board of Directors. Furthermore, if the Chair in office exceeds this age, he is deemed to have resigned from office at the end of the next meeting of the Board of Directors.

2. The Board of Directors shall meet as often as the interest of the company requires. Meetings shall be convened at the Chair's initiative, and if the Chair does not assume the general management of the Company, at the request of the Chief Executive Officer ("Directeur Général"), or if the Board has not met for more than two months, at the request of at least one-third of the Directors. The agenda shall be set by the Chair, except in these circumstances where it shall be set by the directors calling the meeting. The notice of meeting shall be approved by the Board of Directors.
3. At least one-half of the members of the Board must be present for deliberations to be valid. Board members may attend and participate in Board of Directors meetings via any form of telecommunications, including the internet, within the bounds and under the conditions set in the internal rules of procedure and in accordance with current French laws and regulations. A Board attendance register shall be signed by the members in attendance at each meeting.

Decisions shall be made by a majority of votes cast by members present or represented, with each director holding one vote. In the event of a tie, the Chair shall have a casting vote.

Directors, as well as any person invited to attend a Board meeting, are bound by a duty not to disclose any information that is confidential and presented as such by the Chair.

4. Business transacted at Board meetings shall be recorded in minutes entered in a special minute book and signed by the meeting chair and at least one Director.

Article 14 - POWERS OF THE BOARD – ROLES OF THE CHAIR AND MANAGING DIRECTOR, DELEGATION OF POWER

1. The Board of Directors shall establish the policies concerning the Company's business and oversee their implementation. Subject to the powers that are expressly conferred on shareholders' meetings and within the limit of the corporate purpose, the Board shall take it upon itself to handle all issues related to the smooth running of the company and, through its decisions, shall settle the matters that concern it.

The Board shall perform the reviews and checks it deems appropriate. Each director shall receive all the information they need to perform their duties and may request any document they deem useful.

The Chair of the Board of Directors represents the Board. They coordinate the work of the Board and report on that work to the General Shareholders' Meeting. The Chair shall ensure that the corporate structures operate properly and, in particular, that the directors are in a position to perform their duties.

2. Under the Board of Directors' responsibility, the general management of the Company shall be assumed by either the Chair of the Board of Directors or by another individual, who may but need not be a member of the Board of Directors, and who shall have the title of Chief Executive Officer.

The Board of Directors shall choose between these two forms of general management. It may amend its choice at any time. In each case, it shall inform the shareholders and third parties, in accordance with the laws and regulations in force.

In the event that the Chair carries out the function of Chief Executive Officer, the provisions of these articles of association relating to the latter are applicable to them.

When the function of Chief Executive Officer is not assumed by the Chair of the Board of Directors, the Board appoints a Chief Executive Officer.

No one over the age of 85 may be appointed as Chief Executive Officer. If the CEO in office exceeds this age, they are deemed to have resigned from office at the end of the next meeting of the Board of Directors.

The Chief Executive Officer may be dismissed at any time by the Board of Directors. If the Chief Executive Officer is dismissed without just cause, they may be entitled to damages, except if they assume the duties of Chair of the Board of Directors.

The Chief Executive Officer shall have the broadest possible powers to act in the name of the Company in all circumstances. They must exercise those powers within the limits of the company purpose, subject to those powers which the law expressly confers on shareholders' meetings and on the Board of Directors. The CEO's actions bind the company, even when they fall outside the corporate purpose, unless the company can prove that the third party knew the action to be outside the corporate purpose or could not have been unaware of the fact given the circumstances. The CEO shall represent the Company in its dealings with third parties. Limitations imposed on the powers of the Chief Executive Officer shall not bind third parties. The CEO is authorized by the Board of Directors to grant security interests, endorsements and guarantees issued by the Company under the conditions and limits set by the laws and regulations in force.

Pursuant to a proposal made by the Chief Executive Officer, the Board of Directors may appoint one or more, but no more than five, Deputy Managing Directors. The age limit set for the Chief Executive Officer shall also apply to the Deputy Managing Directors. If a Deputy Managing Director in office exceeds this age, they are deemed to have resigned from office at the end of the next meeting of the Board of Directors.

3. Subject to those powers which the law expressly confers on shareholders' meetings and on the Board of Directors, the role of Company Chief Executive Officer shall be performed by the Chair of the Board of Directors, assisted as the case may be by a Chief Executive Officer appointed by the Board of Directors on the recommendation of its Chair. The Chair and/or the Chief Executive Officer shall represent the Company in its dealings with third parties and, within the limits of the company purpose, shall have the broadest possible powers to act in the name of the Company in all circumstances.

If the legal conditions are met, up to five Managing Directors may be appointed.

4. The Chair of the Board, the Chief Executive Officer and the Deputy Managing Directors are authorized to grant, under their responsibility, delegation or substitution of their powers for one or more specified transactions or categories of transaction.

The Board of Directors shall decide the amount of remuneration, fixed or proportional, paid to the Chair of the Board, the Chief Executive Officer and the Deputy Managing Directors.

Article 15 - BOARD MEMBER REMUNERATION

Board members are entitled to meeting attendance fees. The General Shareholders' Meeting shall set the total annual amount of the fees, which remain unchanged until a further decision by the shareholders.

The Board shall divide the total amount amongst its members however it sees fit.

Article 16 - CENSORS

The General Shareholders' Meeting may appoint one or more censors, who may or may not be shareholders.

There may be no more than four censors, and they are each appointed for a maximum of two years. Their term shall expire at the end of the General Shareholders' Meeting convened to approve the accounts for the previous fiscal year and held in the year during which the censor's term expires. Censors shall be responsible for overseeing the strict application of the articles of association and/or any other task assigned to them by the General Shareholders' Meeting at the time they are appointed or at a later date.

The Censors shall be convened to the Board of Directors' meetings, which they shall attend in a consultative capacity.

The censors' remuneration shall be set by the Ordinary General Shareholders' Meeting at the time they are appointed or at a later date.

SECTION IV
GENERAL SHAREHOLDERS' MEETINGS

Article 17 - GENERAL RULES

1. Convening General Meetings

General Meetings are convened and transact business under the conditions set forth by law. They are held at the registered office or at any other location indicated in the notice of Meeting.

2. Composition of the General Meeting

The General Meeting shall be composed of all shareholders, regardless of how many shares they hold. If the Board of Directors so decides when they convene the Meeting, shareholders may participate in the Meeting via videoconference or any form of telecommunications, including the internet, and may vote by any form of telecommunications within the bounds and under the conditions set by current French laws and regulations. If so, this decision shall be communicated in the notice of Meeting published in the French Official Bulletin of Legal Notices (BALO).

Owners of the securities cited in Article L.228-1, paragraph 3 of the French Commercial Code may be represented by a registered intermediary under the conditions set by French law.

If the Board of Directors so decides when they convene the Meeting, the entire Meeting may be broadcast via videoconference or any form of telecommunications, including the internet, within the bounds and under the conditions set by current French laws and regulations. If so, this decision shall be communicated in the notice of Meeting published in the French Official Bulletin of Legal Notices (BALO).

To participate in a Meeting, shareholders must provide proof of their status at least five days before the event. However, the Board of Directors may reduce this time frame.

2. Voting rights

In consideration of the portion of the capital they represent, a double voting right shall be allotted to all fully paid shares as long as proof of registration for at least four years in the name of the same shareholder is provided.

Furthermore, in the event of a capital increase through incorporation of reserves, profit, or issue premium, the double voting right is attached, as of their issuance, to the registered shares allocated free of charge to a shareholder on the basis of the amount of shares already held that entitle them to this right.

The double voting right cited above is reserved for shareholders who are French nationals or nationals of a Member State of the European Union.

SECTION V
ANNUAL FINANCIAL STATEMENTS - PROFITS - RESERVES

Article 18 - APPROPRIATION OF NET PROFIT - RESERVES

From the net profit for the year, less previous losses if applicable, shall first be deducted:

- 5% at least to create the statutory reserve fund. This deduction shall cease to be mandatory when the statutory reserve fund reaches an amount that is equal to one-tenth of share capital. It shall be required once again if for any reason whatsoever this reserve fund falls to less than one-tenth of share capital.
- any sums to be allocated to reserves in accordance with the law.

The remaining surplus, plus deferred profits, constitutes the distributable profit for the fiscal year, which the General Meeting may allocate among the shareholders as a dividend, to a reserve fund, or to retained earnings.

In addition, the General Meeting may decide to distribute sums withdrawn from the reserves at its disposal. If it does, the decision must expressly state the reserve fund from which the sums were withdrawn.

Article 19 - PAYMENT OF DIVIDENDS AND INTERIM DIVIDENDS

Dividends shall be paid on the date and in the manner decided by the General Meeting or, failing this, by the Board of Directors, and no later than nine months after the end of the fiscal year.

The Board of Directors may, before the financial statements for the fiscal year have been approved, decide to distribute one or more interim dividends.

The Ordinary General Shareholders' Meeting convened to approve the financial statements for the previous fiscal year may grant each shareholder, for all or part of the dividend or interim dividends distributed, an option between payment in cash or in shares.

In accordance with the law, all dividends that have not been collected within five years of their payment date are time-barred in accordance with the law.

SECTION VI
DISSOLUTION - LIQUIDATION - DISPUTES

Article 20 - DISSOLUTION

1. An Extraordinary General Shareholders' Meeting may pronounce an early dissolution at any time.
2. At least one year before the Company's term expires, the Board of Directors shall convene the Extraordinary General Shareholders' Meeting to decide whether to extend it. Should the Board fail to convene such a meeting, any shareholder whose formal request has gone unanswered may ask the Commercial Court to appoint an agent tasked with the convocation.

Article 21 - LIQUIDATION

An Extraordinary General Shareholders' Meeting shall decide the method of liquidation, appoint the liquidators and determine their powers and remuneration. The appointment shall relieve the Directors and statutory auditors of their duties.

Subject to legal restrictions, the liquidators shall be vested with the broadest powers to realize the Company's assets, even amicably, and extinguish its liabilities. Pursuant to a decision of an Extraordinary General Shareholders' Meeting, the liquidators may contribute or sell all property, rights, shares and bonds of the dissolved Company.

The net proceeds of the liquidation after payment of liabilities shall be used to reimburse fully paid-up, unredeemed capital of the shares. The surplus shall be proportionally divided, in cash or in securities, among the shareholders.

Article 22 - DISPUTES - JURISDICTION

All disputes relating to Company matters that may arise during the Company's term or liquidation, either among the shareholders themselves or between the Company and the shareholders, shall be referred to the competent courts with territorial jurisdiction over the registered office.

Articles of association updated on June 21, 2024.