

DRAFT RESOLUTIONS TO BE PROPOSED AT THE  
 COMBINED ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS' MEETING OF  
 JUNE 12, 2026

**First resolution**

The Shareholders' Meeting, after hearing the Board of Directors' management report and the Statutory Auditors' report on the annual financial statements, approves the annual financial statements for the fiscal year ended December 31, 2025, as presented. It also approves the transactions evidenced by those financial statements or summarized in those reports.

Accordingly, it fully and unreservedly discharges the directors from liability for the performance of their duties for said fiscal year.

The Shareholders' Meeting approves the expenses not deductible for tax purposes covered by article 39-4 of the French General Tax Code amounting to € 862,685 as well as the corresponding tax amounting to € 89,115.

**Second resolution**

The Shareholders' Meeting resolves to allocate net profit for the fiscal year ended December 31, 2025, of €12,679,635.95 to "Retained earnings".

The Shareholders' Meeting notes that no dividends were paid in the three previous fiscal years.

Fiscal year ended	Income eligible for tax deduction		Income not eligible for tax deduction
	Dividend paym	Other income distributed	
12/31/2022	None	None	None
12/31/2023	None	None	None
12/31/2024	None	None	None

**Third resolution**

The Shareholders' Meeting, after hearing the Statutory Auditors' report on the consolidated financial statements for the fiscal year ended December 31, 2025, approves the consolidated financial statements for said fiscal year. It also approves the transactions evidenced by those financial statements or summarized in the report on the Group's management.

**Fourth resolution**

The Shareholders' Meeting, after hearing the Statutory Auditors' special report on the agreements covered by article L. 225-38 et seq. of the French Commercial Code, approves this report, notes the disclosures related to agreements entered into during the previous fiscal years referred to in this report and approves the new agreements entered into during the fiscal year ended December 31, 2025.

This resolution is submitted for a vote in which the shareholders with an interest do not participate, it being specified that their shares are excluded from the calculation of the majority voting requirements.

### **Fifth resolution**

With the term of office as a Board Censor of Mr. Philippe Simon nearing its end, the Shareholders' Meeting resolves not to renew said mandate.

### **Sixth resolution**

The Shareholders' Meeting sets the annual amount of fees to be apportioned between the directors and censors for 2025 at €198,000.

### **Seventh resolution**

The Shareholders' Meeting, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of article L. 22-10-62 et seq. of the French Commercial Code, to buy back the Company's shares.

The share repurchases, which may not represent more than 10% of the Company's share capital, may be made at any time and by all available means, either on or off-market, in private transactions, or through the use of options, or, if applicable, by any third party acting on behalf of the Company, including by an investment service provider acting under a liquidity agreement in accordance with a code of conduct recognized by the Autorité des Marchés Financiers (French financial markets authority), in accordance with the provisions of the last subsection of article L. 225-206 of the French Commercial Code.

This authorization would make it possible to allot Company shares to salaried employees of Cegedim Group in accordance with articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code. The Company must, in accordance with the provisions of law, hold reserves not available for distribution, other than the legal reserves, amounting to at least the value of all the shares that it owns directly. The maximum purchase price is set at €75 per share.

This authorization is given for a period of eighteen (18) months expiring on December 14, 2026. It cancels and replaces the authorization granted by shareholders at the Ordinary Shareholders' Meeting of June 16, 2023, and shall become null and void during the period of a public offer.

The Shareholders' Meeting grants full powers to the Board of Directors, which it may delegate, to implement this authorization, approve any stock market order, enter into any agreement, including an AFEI liquidity agreement, carry out all formalities and declarations vis-à-vis all bodies and, generally, do whatever is necessary to execute the decisions made pursuant to this authorization.

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Thereafter, the Chairman puts the resolutions listed in the agenda for the Extraordinary Shareholders' Meeting to a vote by the shareholders, after checking with the officers of the meeting that the quorum requirement of one-quarter of shares with voting rights established at the start of the meeting is still met.

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### **Eighth resolution**

The Shareholders' Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of article L. 225-197-1 of the French Commercial Code, and duly noting that the authorization given at the Extraordinary General Meeting of the shareholders on June 14, 2024, will expire in August 2027, decides to renew the authorization given to the Board of Directors for the purposes of:

1. Making free awards of the Company's existing shares, to be acquired pursuant to the authorization to repurchase its own shares.
2. Deciding, without prejudice to the possible impact of the adjustments stated hereinafter, that the total number of shares to be awarded pursuant to this authorization may not represent more than 1,399,713 shares, and may not exceed the caps set in article L. 225-197-1 of the French Commercial Code, it being specified that the number of shares awarded to executive officers may not exceed 20% of the total number of shares awarded.

3. Deciding that the allottees of the free share awards will continue to be salaried employees and/or executive officers referred to in article L. 225-197-1, II of the French Commercial Code, both of the Company and of companies or groupings directly or indirectly affiliated with it, as provided for in article L. 225-197-1 and article L. 225-197-2 of said Code, or certain categories among them.

4. Duly noting that all the terms and conditions of this renewal of the authorization to make free share awards will be strictly identical to those laid down by the Board of Directors at its meeting of January 28, 2016, and specifically those:

- determining the list or lists of allottees of the free share awards
- setting the requirements, including concerning continuing service and performance levels, and, where appropriate, the share allotment criteria
- setting the holding period for the shares, it being stated that it will be incumbent on the Board of Directors with regard to the shares to be allotted to executive officers as defined in article L. 225-197-1, II subsection 4 of the French Commercial Code, either to decide that such shares may not be sold by the relevant parties until they leave office, or to set the quantity of such shares that they will be required to hold in registered form until they leave office
- drawing up regulations for a free share award plan
- deciding whether, in the event of transactions affecting the share capital that occur during the vesting period of the shares allotted, to adjust the number of shares allotted for the purpose of protecting allottees' rights and, if so, determining the arrangements for this adjustment
- assessing, upon expiration of the vesting period, whether the conditions for the definitive allotment and criteria for allotment of the shares have been met
- making a determination, upon expiration of the vesting period, as to whether the allotments made previously have become definitive
- more generally, completing all the relevant formalities and doing everything useful and required pursuant to law and regulations in force.

5. Deciding that all the arrangements laid down in the regulations for the Company's free share award plan established by the Board of Directors on January 28, 2016, will continue to apply, including definitive allotment upon expiration of the vesting period, subject to the following requirements: no resignation, termination or dismissal of the allottee for gross or willful misconduct, where such concepts are to be assessed with regard to French labor case law.

6. Noting that, were the Board of Directors to make use of this authorization, it would inform the Ordinary General Meeting every year of the transactions effected pursuant to the arrangements set forth in articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code as provided for in article L. 225-197-4 of the Code.

7. Deciding that this authorization is given for a period of thirty-eight (38) months from today's date.

### **Ninth resolution**

The Shareholders' Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors:

- to reduce the share capital, at its sole discretion, on one or more occasions, up to a limit of 10% of the share capital calculated on the date of the cancellation decision, less any shares cancelled during the preceding 24 months, by cancelling any number of shares that the company holds or may hold as a result of buybacks carried out under article L.22-10 -62 of the Commercial Code, as well as to reduce the share capital by the corresponding amount in accordance with the legal and regulatory provisions in force,
- to set the period of validity of this authorization at 24 months from the date of this meeting,
- to grant full powers to the Board of Directors, with the right to sub-delegate, to carry out the transactions necessary for such cancellations and the corresponding reductions in share capital, to determine the terms and conditions thereof, to record their completion, to allocate the difference between the book value of the cancelled shares and their nominal value to all reserve and premium accounts, to amend the company's articles of association accordingly, and to complete all necessary formalities.

- To resolve that this authorization shall render null and void any previous delegation of powers having the same purpose.

#### **Tenth resolution**

The Shareholders' Meeting gives full powers to the bearer of an original, copy, or excerpt of the minutes of this Meeting to carry out all necessary formalities.