LECTRA

Report on proposed resolutions

The purpose of this report is to set out the reasons for each of the resolutions submitted by your Board of Directors to the Annual Shareholders' Meeting of April 29, 2026.

Resolutions 1 to 15 are subject to the quorum and majority requirements for Ordinary Shareholders' Meetings, and resolutions 16 to 20 are subject to the quorum and majority requirements for Extraordinary Shareholders' Meetings.

Approval of the annual and consolidated financial statements for fiscal year 2025 – appropriation of earnings – setting of the dividend (Resolutions n°1 to 4)

Approval of the annual financial statements for fiscal year 2025 (1st resolution)

The Board of Directors approved the annual financial statements for fiscal year 2025 as presented in Chapter 5 of the 2025 Annual Financial Report, available on Lectra's website **(https://www.lectra.com/en/investors/financial-information/publications)**.

You are asked to approve these financial statements, which show a profit of €19,727,446.

You are also asked to approve the total amount of the expenses and charges referred to in 4° of Article 39 of the French General Tax Code, i.e. the amount of €132,623, as well as the corresponding tax, which amounts to €33,876.

Approval of the consolidated financial statements for fiscal year 2025 (2nd resolution)

The Board of Directors approved the consolidated financial statements for fiscal year 2025 as presented in Chapter 4 of the 2025 Annual Financial Report, available on Lectra's website (**https://www.lectra.com/en/investors/financial-information/publications)**.

You are asked to approve these financial statements, which show consolidated net income, Group share of €25,964,276.

Discharge of the Directors (3rd resolution)

You are asked to grant discharge to the Directors for the performance of their duties during the 2025 fiscal year.

Appropriation of earnings and setting of the dividend (4th resolution)

The Company's profit for fiscal year 2025 amounted to €19,727,446.

You are asked:

- to deduct from this profit and allocate to the legal reserve, in accordance with the provisions of Article L. 232-10 of the French Commercial Code (*Code de commerce*), an amount of €9,699;
- to note that the balance of the profit for fiscal year 2025, i.e. the sum of €19,717,747, increased by the prior retained earnings of €140,776,301, brings the distributable profit to the sum of €160,494,048; and
- to decide to allocate this distributable profit as follows:
  - by way of dividend: €13,308,716,
  - to the "Retained earnings" account: €6,409,031.

The dividend of €0.35 per share would be paid on May 6, 2026.

Approval of the components of compensation paid or awarded to company officers in respect of fiscal year 2025 (Resolutions n°5 and 6)

The proposed resolutions presented below constitute the ex-post vote on the compensation of company officers, pursuant to Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code (*Code de commerce*).

Lectra's company officers are:

- the executive company officer:
  Daniel Harari, Chairman and Chief Executive Officer;
- the non-executive company officers:
  – currently in office:
  Nathalie Rossiensky, Lead Director, Céline Abecassis-Moedas, Karine Calvet, Pierre-Yves Roussel, Jérôme Viala and Hélène Viot Poirier, Directors;
  – whose term of office ended during fiscal year 2025[1]:
  Ross McInnes, Director.

The ex- post voting regime provides for the submission to the Shareholders' Meeting for approval of (i) the report on the components of compensation paid or awarded to each of the company officers during the past fiscal year, as presented in the Corporate Governance Report, and (ii) the components of compensation and benefits of all kinds paid or awarded in respect of the past fiscal year to the executive company officers, namely, for Lectra, the Chairman and Chief Executive Officer.

Approval of the information relating to the compensation of company officers in respect of the fiscal year ended December 31, 2025, in accordance with Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) (5th resolution)

The information mentioned in I of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) is presented in Sections 2.2 and 2.3 of the Corporate Governance Report.

It relates to the total compensation and benefits of all kinds, distinguishing between the fixed, variable and exceptional components paid or awarded in respect of the term of office of each of the company officers during the fiscal year ended December 31, 2025. Mentioned in particular, are the proportion of fixed and variable remuneration and commitments made by the Company as a result of the assumption or termination of the duties of company officers, including retirement benefit obligations. This information also includes comparisons between the level of compensation of the executive company officer and that of employees ("equity ratios"), as well as information on changes in the compensation of the executive company officer and that of employees with regard to Lectra's performance.

Pursuant to Article L. 22-10-34 of the French Commercial Code (*Code de commerce*), you are asked to approve the information mentioned in I of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*), as detailed in Sections 2.2 and 2.3 of the Corporate Governance Report of the 2025 Annual Financial Report.

Approval of the fixed and variable components making up the total compensation and benefits of all kinds paid or granted in respect of the fiscal year ended December 31, 2025 to Daniel Harari, Chairman and Chief Executive Officer (6th resolution)

Pursuant to Article L. 22-10-34 of the French Commercial Code (*Code de commerce*), you are asked to approve the fixed and variable components of the total compensation and benefits of all kinds paid or awarded in respect of the fiscal year ended December 31, 2025 to Daniel Harari, Chairman and Chief Executive Officer, by virtue of his office, as summarized below and detailed in Section 2.2.1 of the Corporate Governance Report of the 2025 Annual Financial Report.

Pursuant to Articles L. 22-10-8 and L. 22-10-34 of the French Commercial Code (*Code de commerce*), payment of the variable component of the compensation for the Chairman and Chief Executive Officer in respect of the fiscal year ended December 31, 2025 is subject to the approval of this resolution by the Shareholders' Meeting.

It should be noted that the compensation policy for the Chairman and Chief Executive Officer in respect of the 2025 fiscal year was approved by the Shareholders' Meeting of April 25, 2025, with a majority of 94.80%.

(1) At the close of the Board of Directors' meeting of April 24, 2025.

Summary table of the components of compensation paid or granted to Daniel Harari, Chairman and Chief Executive Officer of Lectra, in respect of fiscal year 2025, submitted to the Shareholders' Meeting of April 29, 2026 for approval

Components of compensation	Amount	Comments
Annual fixed compensation	**€420,000** (amount paid)	On the recommendation of the Compensation Committee, the Board of Directors, at its meeting on February 27, 2025, decided to maintain at €420,000 the gross annual fixed compensation of Daniel Harari, in his capacity as Chairman and Chi ef Executive Officer, in respect of fiscal year 2025. Daniel Harari therefore received gross compensation of €420,000 in respect of the period from January 1, 2025 to December 31, 2025. This compensation was paid on a monthly basis.
Annual variable compensation	**€49,939** (subject to approval by the Shareholders' Meeting of April 29, 2026)	On a recommendation by the Compensation Committee, the Board of Directors, at its meeting on February 27, 2025, decided to maintain at €420,000 – subject to achieving objectives – the gross annual variable compensation of Daniel Harari, in his capacity as Chairman and Chief Executive Officer, in respect of fiscal year 2025. Regarding fiscal year 2025, the Board of Directors, on a proposition from the Compensation Committee, decided, at its meeting on February 27, 2025, to set six performance criteria, three criteria for the Strategic Scorecard and three criteria for the Sustainability Scorecard, which are detailed below. The criteria for the Strategic Scorecard and weightings were set taking into account the 2023–2025 strategic roadmap and reflect the Company's strategy of profitable sales activity and earnings growth. They are calculated excluding the variations in exchange rates. (i) EBITDA before non-recurring items (40%); (ii) contributive value of the growth in commercial activity (30%); and (iii) protection and growth of recurring contracts (30%). The Sustainability Scorecard criteria and weightings reflect the Group's objectives in this area, as described in the 2024 Sustainability Report: (i) improving rankings by specialized non-financial rating agencies (40%); (ii) progress in raising the employee engagement rate (40%); (iii) progress on the climate transition plan (20%). For each of the six criteria, the variable compensation is equal to zero below specified thresholds, equal to 100% if the annual objectives are achieved, and capped at 200% if the annual objectives are exceeded. Between these thresholds, it is calculated on a straight-line basis. These results are then weighted by the relative weight of each criterion. The result of the Sustainability Scorecard is then used as a bonus or penalty factor to adjust the results of the Strategic Scorecard criteria. Accordingly, if the result for the sustainability criteria is zero, the result for the Strategic Scorecard is multiplied by 75%. If the result is 200%, the result for the Strategic Scorecard is multiplied by 125% (but cannot exceed 200%).

Components of compensation	Amount	Comments
		The variable compensation is accordingly equal to 0% if none of the thresholds is met and is capped at 200% of the target-based variable amount if the annual objectives are exceeded for all the criteria and cause each to be capped at 200%. The fixed compensation and the variable compensation for the Chairman and Chief Executive Officer each account for 50% of the total target-based compensation. The actual total compensation can therefore vary, depending on performance, between 50% and 150% of the annual target-based amount. In other words, variable compensation is between 0 and 200% of fixed compensation. At its meeting on February 11, 2026, the Board of Directors, on a proposal by the Compensation Committee, determined the degree to which said performance criteria had been achieved for 2025: Strategic Scorecard criteria (i) 0.77% for EBITDA before non-recurring items; (ii) 35.76% for the contributive value of the growth in commercial activity; (iii) 0.00% for the protection and growth of recurring contracts. Sustainability Scorecard criteria (i) 190.00% for improving rankings by specialized non-financial rating agencies; (ii) 75.00% for progress in raising the employee engagement rate; (iii) 125.00% for progress on the climate transition plan. In total, the percentage obtained for the variable portion of Daniel Harari's compensation represented 11.89% of the total amount set for achieving the annual performance objectives (19.33% in 2024), and his variable compensation in respect of fiscal year 2025 was therefore €49,939 (€81,167 in 2024).
Multiyear variable compensation	N/A	Daniel Harari receives no multi-year variable compensation.
Extraordinary compensation	N/A	Daniel Harari receives no exceptional compensation.
Stock options, performance-related shares or other long-term benefits	N/A	Daniel Harari receives no stock options, performance-related shares or other long-term benefits.
Compensation in his capacity as Director	52 000 €	In keeping with the rules for allocation of Directors' compensation, as determined at its meeting on February 23, 2022, the Board of Directors, at its meeting on February 11, 2026, decided to allocate to Daniel Harari the amount of €52,000 in his capacity as Director in respect of the fiscal year ended December 31, 2025.
Value of benefits in kind	8 010 €	The only benefit in kind corresponds to the tax value of the use of the company car, which amounted to €8,010 for the fiscal year ended December 31, 2025.
Termination payment	N/A	No termination payment is planned for Daniel Harari.
Indemnifications relating to a non-competition clause	N/A	There is no commitment to provide Daniel Harari with indemnification relating to a non-competition clause.
Collective benefit schemes	N/A	Daniel Harari does not benefit from any collective benefit scheme.
Supplementary pension scheme	N/A	Daniel Harari does not benefit from any supplementary pension scheme.

Governance: renewal of the term of office of a Director and appointment of two new Directors (Résolutions n°7 to 9)

Renewal of the term of office of Hélène Viot-Poirier as an Independent Director (7th resolution)

The term of office of Hélène Viot-Poirier is due to expire at the close of this Annual Shareholders' Meeting. The Board of Directors asks you to renew it for a period of four years expiring at the close of the Shareholders' Meeting called in 2030 to approve the financial statements for the 2029 fiscal year.

Hélène Viot-Poirier's contribution to the Board of Directors, the Strategic Committee, the Sustainability Committee and the Audit Committee was very much appreciated by the other Directors. Hélène Viot-Poirier has played a key role in strengthening governance and structuring the work of the Sustainability and Strategic Committees. She contributed to the integration of ESG requirements into the Group's strategy and sustainability reporting, challenging the indicators to ensure their relevance and alignment with ambitions. Her constant involvement and forward-looking vision have supported the quality of reports and the consistency of strategic decisions.

Subject to a favorable vote by the shareholders, Hélène Viot-Poirier, qualified as an Independent Director according to the eight criteria of the AFEP-MEDEF Code, will continue to chair the Sustainability Committee and will remain a member of the Strategic, Audit and Nominations Committees.

Pursuant to Article R. 225-83, 5° of the French Commercial Code (*Code de commerce*), the biographical information for Hélène Viot-Poirier, as well as the list of her current offices and offices ended during the last five years, are presented below.

Hélène Viot-Poirier

Independent Director

Chairwoman of the Sustainability Committee

Member of the Strategic Committee,
the Audit Committee and the Nominations Committee

Age
53 years old

Nationality
French

Date of term of office Start
April 29, 2022

End date of term of office
At the close of the Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2025

Number of Lectra shares held
761

Biography – Experience and expertise

Hélène Viot-Poirier is a graduate of HEC Paris. She began her career in the Internet sector in 1997 in start-ups with Club Internet (Lagardère group), then worked for Kertel (Kering group). In 2001, she joined the Orange group, where, as Business Unit Director, she developed the ADSL market in France, then the mobile multimedia services market. She then took on the overall management of Orange's digital activities in France in 2010 as Vice President of Portal and Digital Services (over €300 million in revenues, and managing a division with 1,000 employees).

In 2016, she joined the Vivarte group (€2 billion in revenues, 12 fashion brands), as Chief Digital and Marketing Officer and a member of the Executive Committee.

In 2017, Hélène Viot-Poirier became Chairwoman and Chief Executive Officer of Chevignon, part of the Vivarte group, turned around the company and the brand, and launched a first environmentally responsible collection. As part of a strategic restructuring of Vivarte, shareholder of Chevignon, she headed the search for a future shareholder and led the process through to the disposal of Chevignon.

Since 2020, as an Independent Senior Advisor, she has supported strategic internal and external growth projects in the fashion, digital and consumer goods sectors.

Hélène Viot-Poirier was a Board Advisor of ConsoFlash, part of the Mediaperformances group (unlisted), from 2018 until 2024. She has been an Independent Director on the Board of Selinko (unlisted) since 2021.

Positions and directorships expired in the past five years

- Board Advisor of CF group, (until 2023)
- Board Advisor of ConsoFlash, Mediaperformances group (from 2018 to 2024)

Other current positions and directorships

- Independent Director of Selinko (Belgium) since 2021

Appointment of Christophe Gégout as an Independent Director (8th resolution)

The Board of Directors asks you to appoint Christophe Gégout as an Independent Director for a period of four years expiring at the close of the Shareholders' Meeting called in 2030 to approve the financial statements for the 2029 fiscal year.

During fiscal year 2025, the Board of Directors entrusted the Nominations Committee with the responsibility of conducting a selection process for an Independent Director with a solid financial profile and a strong interest in new technologies. To this end, the Nominations Committee appointed a specialized recruitment firm, which identified and presented six candidates meeting the determined criteria. At the end of this process, the candidacy of Christophe Gégout was selected by the Board of Directors.

Interviews conducted by the Nominations Committee revealed the relevance of Christophe Gégout's professional career, the rigor of his strategic analysis and his ability to intervene independently and effectively on the Board of Directors and the Audit Committee. His expertise, in-depth knowledge of governance issues and mastery of financial matters were particularly highlighted.

Subject to a favorable vote by the shareholders, Christophe Gégout, qualified as an Independent Director according to the eight criteria of the AFEP-MEDEF Code, will be appointed as a member of the Audit Committee and the Strategic Committee.

Pursuant to Article R. 225-83, 5° of the French Commercial Code (*Code de commerce*), the biographical information for Christophe Gégout, as well as the list of his current offices and offices ended during the last five years, are presented below.

Age
49 years old

Nationality
French

Number of Lectra shares held
0

Christophe Gégout

Founding Partner and Chief Executive Officer of Yotta Capital Partners

Independent Director and Chairman of the Audit Committee of SOITEC

Biography – Experience and expertise

Prior to founding Yotta Capital Partners, Christophe Gégout was Chief Investment Officer at Meridiam, a global leader in infrastructure investment and asset management for the community, in charge of investment in SMEs. At Meridiam, he notably led the investment in electric vehicle charging infrastructure (through Allego BV).

After serving as Chief Financial Officer of the French Atomic Energy and Alternative Energies Commission (CEA) (from 2009 to 2015), Christophe Gégout became its Deputy Chief Executive Officer until 2018. In this position, he developed innovation partnerships with major international groups and European SMEs, as well as a new asset management activity on behalf of third parties, focused on disruptive innovations in the field of major transformations (digital, medical and energy revolutions).

Previously, from 2001 to 2009, Christophe Gégout held various positions within the Ministry of the Economy and Finance, including that of advisor to Christine Lagarde, Minister of Finance.

He is a graduate of École Polytechnique, Sciences Po Paris and ENSAE (École nationale de la statistique et de l'administration économique) (France).

Positions and directorships expired in the past five years

- Director of Allego BV* (Netherlands)
- Independent Director and Chairman of the Audit Committee of Neoen* (France, SBF 120)

Other current positions and directorships

- Founding Partner and Managing Director of Yotta Capital Partners (since 2020)
- Independent Director, Chairman of the Audit Committee of SOITEC* (SBF 120) (Chairman of the Board of Directors from July 23rd, 2024 till February 28, 2025)
- Positions in Metrology Holding and the companies of this Group

* Listed company

Appointment of Fiorangelo Salvatorelli as a non-independent Director (9th resolution)

The Board of Directors proposes that you appoint Fiorangelo Salvatorelli as a non-independent Director for a period of four years expiring at the close of the Shareholders' Meeting called in 2030 to approve the financial statements for fiscal year 2029.

The candidacy of Fiorangelo Salvatorelli was proposed by Alantra EQMC Asset Management SGIIC, one of the significant shareholders of Lectra, which currently holds more than 10% of the share capital and voting rights.

In the event of the appointment of Fiorangelo Salvatorelli, the Board of Directors will be able to benefit from his expertise in technology. The Board will benefit from his wealth of experience in consulting and investing in high-tech companies.

The review of Fiorangelo Salvatorelli's situation with regard to the eight independence criteria of the AFEP-MEDEF Code leads to his qualification as a non-independent Director, since his appointment is proposed by a major shareholder and he exercises executive functions within this company.

Subject to a favorable vote by the shareholders, Fiorangelo Salvatorelli will be appointed as a member of the Strategic Committee.

Pursuant to Article R. 225-83, 5° of the French Commercial Code (*Code de commerce*), the biographical information for Fiorangelo Salvatorelli as well as the list of his current offices and offices ended during the last five years, are presented below.

Fiorangelo Salvatorelli

Managing Director of the Alantra EQMC Fund

Age
66 years old

Nationality
Italian, British, Venezuelan

Number of Lectra shares held
0

Biography – Experience and expertise

For more than twenty years, Fiorangelo Salvatorelli has been active as a technology-focused investor, with a diverse background spanning consulting at McKinsey & Co., longterm investing at Newton, Fidelity and CCLA, hedge fund management at Lansdowne and Kite Lake, as well as private equity at Fusion and Hermes.

He draws on a career marked by several economic cycles and a consistent track record of strong performance.

He has also taught at the University of Oxford within the Department of Engineering Science, as well as at INSEAD.

He holds a Master of Arts degree and a doctorate in Engineering Science from the University of Oxford.

Positions and directorships expired in the past five years

- Director, InfinityQ Technology (Montreal)

Other current positions and directorships

- Managing Director, Alantra EQMC Fund
- Director, AfrAsia Bank Ltd
- Director, STFC (Science and Technology Facilities Council)
- Advisor to the Board of Director, Cambridge Mechatronics
- Advisor to Oxford Innovation Finance

At the close of the Shareholders' Meeting of April 29, 2026, subject to the favorable vote for the renewal of the term of office of Hélène Viot-Poirier and the appointment of Christophe Gégout and Fiorangelo Salvatorelli, the Board of Directors will be composed of the following nine members:

		Appointment / last renewal	Term expired
Karine Calvet	Independent Director	Shareholders' Meeting 2023	Shareholders' Meeting 2027
Pierre-Yves Roussel	Independent Director	Shareholders' Meeting 2023	Shareholders' Meeting 2027
Daniel Harari	Director, Chairman and Chief Executive Officer	Shareholders' Meeting 2024	Shareholders' Meeting 2028
Nathalie Rossiensky	Lead Independent Director	Shareholders' Meeting 2024	Shareholders' Meeting 2028
Jérôme Viala	Non-independent Director	Shareholders' Meeting 2024	Shareholders' Meeting 2028
Céline Abecassis-Moedas	Independent Director	Shareholders' Meeting 2025	Shareholders' Meeting 2029
Christophe Gégout	Independent Director	Shareholders' Meeting 2026	Shareholders' Meeting 2030
Fiorangelo Salvatorelli	Non-independent Director	Shareholders' Meeting 2026	Shareholders' Meeting 2030
Hélène Viot-Poirier	Independent Director	Shareholders' Meeting 2026	Shareholders' Meeting 2030

The Board of Directors will then be composed of four women and five men, thus respecting the provisions of Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code (*Code de commerce*), which provide that the proportion of directors of each gender may not be less than 40%.

In accordance with Article 10.4 of the AFEP-MEDEF Code and on the recommendation of the Nominations Committee, the Board of Directors, at its meeting of February 26, 2026, reviewed the independence criteria for Directors and candidates for the Board of Directors. On the basis of this review and subject to the adoption of resolutions 7 to 9, the Board of Directors will comprise six Independent Directors (i.e. 67%): Nathalie Rossiensky, Céline Abecassis-Moedas, Karine Calvet, Christophe Gégout, Pierre-Yves Roussel and Hélène Viot Poirier. Daniel Harari is qualified as non-independent with regard to criteria no. 1 (executive company officer of Lectra), no. 6 (term of office of more than 12 years) and no. 8 (status as a major shareholder of Lectra). Jérôme Viala is qualified as non-independent with regard to criterion no. 1 (employee of Lectra and company officer of companies in the Lectra group over the last five years). Fiorangelo Salvatorelli is qualified as non-independent with regard to criterion no. 8 (status as a major shareholder of Lectra).

At its meeting following the Shareholders' Meeting of April 29, 2026, the Board of Directors will determine the new composition of the Specialized Committees, which will then be published on the Lectra website (**https://www.lectra.com/en/investors/corporate-governance/board-of-directors**).

Approval of the compensation policy for company officers in respect of fiscal year 2026 (Resolutions 10 to 12)

The proposed resolutions presented below constitute the ex-ante vote on the compensation policy for company officers, in accordance with Article L. 22-10-8 of the French Commercial Code (*Code de commerce*).

The compensation policy for company officers, approved by the Board of Directors at its meeting of February 26, 2026, is presented in Section 2.1 of the Corporate Governance Report of the 2025 Annual Financial Report. This policy details all components of compensation attributable to Lectra company officers in respect of their office and explains the process followed to determine, review and implement such compensation.

This compensation policy for company officers is broken down into two separate policies submitted to the Shareholders' Meeting for approval:

- policy governing the compensation of the Chairman and Chief Executive Officer, and
- policy governing the compensation of the Directors.

Approval of the policy governing the compensation of Daniel Harari, Chairman and Chief Executive Officer, in respect of fiscal year 2026, in accordance with Article L. 22-10-8 of the French Commercial Code (*Code de commerce*) (11th resolution)

General Principles

The compensation policy for the Chairman and Chief Executive Officer, approved by the Board of Directors on February 26, 2026 for the 2026 fiscal year, incorporates the priorities of the 2026-2028 strategic roadmap. It focuses on profitable and sustainable growth, with performance criteria adjusted to strengthen the alignment between value creation, social responsibility and solidity of the Company's assets.

In accordance with the recommendations of the AFEP-MEDEF Code, and in keeping with good governance practices, the Board of Directors ensures that the compensation policy is clear and transparent; consistent with the long-term strategy and the environment in which Lectra operates, with the Group's challenges and objectives; and also that it is capable of incentivizing performance and competitiveness by the officer.

Furthermore, this policy reflects the experience, competencies and responsibilities of the Chairman and Chief Executive Officer; and takes into account the scope of the missions assigned to him.

The compensation of the Chairman and Chief Executive Officer includes variable compensation that is intended to promote consistent implementation of strategy, year after year. The variable compensation of the Chairman and Chief Executive Officer is calculated on the basis of clear and complementary quantifiable criteria (to the exclusion of any qualitative criteria), expressed in terms of precisely-determined and predefined annual objectives reflecting the Company's strategy of profitable sales activity and earnings growth. In accordance with Article 26.3.2 of the AFEP-MEDEF Code, these quantifiable criteria are simple, relevant and suited to the Company's strategy, and they account for the largest share of this variable compensation.

The annual objectives are set in advance, at the start of the year for that fiscal year, by the Board of Directors, based on a recommendation by the Compensation Committee.

The Board of Directors, with support from the Compensation Committee, is responsible for ensuring that the rules for setting the variable portion of compensation each year are consistent and in line with the evaluation of Company Officers' performance, with progress made in implementing the Group's medium-term strategy, general macroeconomic conditions, and in particular those of the geographic markets and market sectors in which the Group operates. After the close of each fiscal year, the Compensation Committee verifies the annual application of these rules and the final amount of variable compensation, on the basis of the audited financial statements.

The Board of Directors is also responsible for ensuring that the compensation policy for the Chairman and Chief Executive Officer is appropriate in light of the conditions of employee compensation at Lectra. The performance criteria applicable to the variable compensation of Group employees eligible for this type of compensation are accordingly aligned with those applicable to the Chairman and Chief Executive Officer.

This compensation policy, whose structure and principles are aligned with the strategic objectives of the three-year roadmaps, has demonstrated its effectiveness both in periods of challenge and during fiscal years marked by record performance.

Structure of compensation

The annual compensation of the Chairman and Chief Executive Officer comprises a fixed portion and a variable portion.

The total annual amount of compensation, the ratio of the fixed to variable components, and the criteria for performance evaluation are established and regularly reexamined by the Board of Directors, without necessarily being revised each year. The annual compensation is subject to annual approval by the Shareholders' Meeting.

The compensation of the Chairman and Chief Executive Officer does not include any multiyear variable compensation, any exceptional compensation, any form of bonuses, stock options, performance-based shares or other long-term component of compensation, or any indemnity relating to the take-up or termination of his function, nor any supplementary retirement plan.

The Chairman and Chief Executive Officer, in his capacity as Chairman of the Board of Directors and Director, also receives compensation allocated to the Directors detailed below.

The only benefit accorded concerns the value of the use of a company car; the amount is set out for each fiscal year in the Board of Directors' Report on Corporate Governance.

The Chairman and Chief Executive Officer has never combined his positions as Company Officer with an employment contract, is not entitled to any component of compensation, indemnity or benefit owed or liable to be owed to him in virtue of a termination or change of his functions, or under an additional pension benefits plan or any additional defined benefit pension plan, stock options or bonus shares.

The compensation of the Chairman and Chief Executive Officer is paid in its entirety by the Company. He receives no compensation or particular benefit from companies controlled by the Company within the meaning of Article L. 233-16 of the French Commercial Code (*Code de commerce*). Lectra is not controlled by any company.

Compensation policy for fiscal year 2026

In accordance with the above-mentioned principals and subject to approval by the Shareholders' Meeting, the Board of Directors' meeting of February 26, 2026, on a recommendation by the Compensation Committee, decided to:

- maintain the total annual target-based compensation of the Chairman and Chief Executive Officer at €840,000 for fiscal year 2026; and
- maintain the fixed to variable compensation ratio for fiscal year 2026: the fixed and the variable parts of the compensation of the Chairman and Chief Executive Officer would each account for 50% of his total annual target-based compensation.

➤ Fixed compensation

The fixed compensation of the Chairman and Chief Executive Officer for the 2026 fiscal year would be maintained at €420,000.

➤ Variable compensation

The annual variable target-based compensation of the Chairman and Chief Executive Officer for the 2026 fiscal year would be maintained at €420,000.

On the recommendation of the Compensation Committee, the Board of Directors of February 26, 2026 decided to change the performance criteria for 2026 in order to reflect the profitable and sustainable growth strategy. These criteria, which determine the variable compensation of the Chairman and Chief Executive Officer, are now aligned with the objectives of the 2026–2028 strategic roadmap (the "Strategic Scorecard"). The Board of Directors decided to rebalance the criteria, with the introduction of SaaS ARR as a new indicator, as well as a strengthening of sustainability criteria. In 2026, these sustainability criteria are integrated directly into the Strategic Scorecard, and no longer occur in the form of bonuses and penalties as in 2025. The weightings break down as follows:

(i) 40%: EBITDA before non-recurring items;

(ii) 40%: SaaS ARR;

(iii) 20%: sustainability criterion - assessed through three indicators whose respective weightings of 40%, 40% and 20% are identical to 2025: improvement in non-financial ratings (EcoVadis and Ethifinance), progress on the employee engagement rate, and progress on the climate transition plan.

The achievement target for each of the three criteria listed above is specified in advance but is not made public for reasons of confidentiality. For each of these criteria, the variable compensation is equal to zero below specified thresholds, equal to 100% if the annual objectives are achieved, and capped at 200% if the annual objectives are exceeded. Between these thresholds, it is calculated on a straight-line basis. These results are then weighted by the relative weight of each criterion.

The annual achievement targets for the Strategic Scorecard and the corresponding thresholds are reviewed each year in light of the Group's objectives for the year. The variable compensation is accordingly equal to 0% if none of the thresholds is met and is capped at 200% of the target-based variable amount if the annual objectives are exceeded for all the criteria and cause each to be capped at 200%. As variable compensation accounts for 50% of the total annual target-based compensation, the actual total compensation can therefore vary, depending on performance, between 50% and 150% of the target-based amount.

Certain criteria and objectives also apply to certain members of the Executive Committee. The weighting given to each criterion and the relative share of the target-based variable compensation are specifically geared to each member and adapted to their duties and targets. Their variable compensation thus ranges from 20% to 30% of total annual target-based compensation, depending on the member of the Executive Committee. These criteria also apply to certain managers reporting to them, with the same specific features.

Under paragraph 2 of Article L. 22-10-8, III of the French Commercial Code (*Code de commerce*), the Board of Directors may, on the recommendation of the Compensation Committee, temporarily derogate from the compensation policy for the Chairman and Chief Executive Officer in the event of exceptional circumstances and insofar as the changes made are in the Company's interest and necessary to ensure the Company's continuity or viability.

The compensation to which this derogation may be made is the annual variable compensation. Such derogation would consist in a change to one or several performance criteria and annual targets mentioned above, inter alia the upward or downward adjustment of one or more of the parameters for those criteria or targets, (e.g. weighting, threshold performance level, or basis for calculation), in the event of exceptional circumstances arising inter alia from a significant change in the Group's scope of consolidation following a merger or disposal, the acquisition or creation of a new significant activity or the discontinuation of a business of material importance, or a major change in strategy or a major event affecting the Group's markets and/or business sector.

Modification of these criteria and targets by the Board of Directors could thus take into account changes in the Group's scope of consolidation following an exceptional external growth operation, if the situation of the Company and Group were to so warrant.

Any such modification would be implemented strictly and ensure that the actual performance of the Group and of the Chairman and Chief Executive Officer continues to be reflected. Any such derogation would be implemented strictly, clearly explained and made public, with the Company providing specific information to justify the derogation in light of its situation, the reasons such derogation is required, and its alignment with the shareholders' interests. Under no circumstances may the amount of the target-based variable compensation or the maximum variable compensation be modified.

Payment of the variable compensation would in all cases continue to be subject to approval by the shareholders.

Setting the overall annual amount of the Directors' compensation and approval of the Directors' compensation policy in respect of the 2026 fiscal year, in accordance with Article L. 22-10-8 of the French Commercial Code (*Code de commerce*) (10th and 12th resolutions)

Global annual compensation package (10th resolution)

As a reminder, the maximum total annual amount allocated to Directors as compensation for their activities was set at €480,000 by the Annual Shareholders' Meeting of April 29, 2022, until further decision.

On the recommendation of the Compensation Committee, to take into account the arrival of two new Directors on the Board of Directors, the creation of the Ad hoc Committee in April 2025 and the increase in the number of meetings, you are asked to increase the global annual compensation package to €570,000 for fiscal year 2026 and for each subsequent fiscal year until otherwise decided.

Methods for allocating the global annual compensation package (12th resolution)

On a recommendation of the Compensation Committee, on February 26, 2026 the Board of Directors revised the method for apportioning the global annual compensation package among the Directors.

These methods ensure a fair distribution that is consistent with best practices and takes into consideration the effective participation in the meetings of the Board of Directors and the Specialized Committees and each Director's responsibilities. It takes into account the membership of the Specialized Committees, the increased number of meetings and increased work, and the corresponding greater responsibility of the Chairpersons of the Specialized Committees.

The rules for apportionment of the maximum annual amount are the following:

- the compensation of each Director includes:

  (i) a fixed component, defined on the basis of the Director's responsibilities (Chairperson of the Board of Directors and the Specialized Committees, position of Lead Director) and calculated pro rata temporis for Directors whose terms ended or began during the year, and

  (ii) a predominant variable component representing approximately 60% of the annual compensation, allocated each year by the Board of Directors based on their effective attendance at meetings of the Board of Directors and of the Specialized Committees;
- individual annual compensation is capped at €75,000;
- as the total individual annual compensation cannot exceed the total amount authorized by the Shareholders' Meeting, the individual annual compensation amounts could be subject to a proportional reduction if a large number of extraordinary meetings were to be held during the year;
- the method of participation (in person or by tele- or video-conference) is not taken into consideration, it being noted that all Directors are encouraged to attend all meetings in person, and that, where applicable, remote attendance must be authorized by the Chairman of the Board of Directors or by the Chairpersons of the relevant Specialized Committees;
- no additional compensation is granted to non-resident Directors.

The following table summarizes the applicable apportioning rules for a full year, if the Board of Directors and the Committees were to hold the number of meetings planned for 2026 at the date of this Report:

	Fixed component	Variable portion (per session)	Maximum amount
Board of Directors			Total maximum amount for the Board of Directors(1)
Chairman	€30,000	€2,000	€44,000
Lead Director	€24,000	€2,000	€38,000
Member	€16,000	€2,000	€30,000
Specialized Committees			Total maximum amount for each specialized Committee(2)
Strategic Committee			
Chairman	€12,000	€2,000	€22,000
Member	N/A	€2,000	€10,000
Audit Committee			
Chairman	€12,000	€2,000	€24,000
Member	N/A	€2,000	€12,000
Sustainability Committee			
Chairman	€9,000	€1,500	€15,000
Member	N/A	€1,500	€6,000
Compensation Committee			
Chairman	€3,000	€1,500	€9,000
Member	N/A	€1,500	€6,000
Nominations Committee			
Chairman	€3,000	€1,500	€6,000
Member	N/A	€1,500	€3,000
Ad hoc Committee			
Chairman	€6,000	€1,500	€12,000
Member	N/A	€1,500	€6,000
Global annual compensation package			€570,000
Cap on individual annual compensation			€75,000

(1) For example, based on 100% attendance and seven meetings scheduled in the year.

(2) For example, based on 100% attendance and 26 meetings scheduled in the year (six meetings of the Audit Committee, five meetings of the Strategic Committee, four meetings of the Sustainability Committee, four meetings of the Compensation Committee, three meetings of the Nominations Committee and four meetings of the Ad hoc Committee).

You are reminded that Directors other than the Chairman and Chief Executive Officer receive no other form of compensation from the Company or from any Group company.

Finally, it is specified that the Company may pay directly, or reimburse upon presentation of supporting documents, expenses incurred by Directors in connection with attendance at meetings of the Board of Directors and Specialized Committees.

Appointment of new statutory auditors responsible for certifying accounting, financial and sustainability information (Resolutions 13 and 14)

You are reminded that PricewaterhouseCoopers Audit ("PwC"), KPMG SA ("KPMG") and Ernst & Young et Autres ("E&Y") have been the Company's Statutory Auditors since the Shareholders' Meetings of June 28, 1990, May 22, 1996 and April 25, 2025, respectively. PwC has also been appointed Statutory Auditor responsible for certifying sustainability information since the Shareholders' Meeting of April 26, 2024.

In accordance with applicable regulations, the terms of office of PwC and KPMG as Statutory Auditors were renewed for the last time at the Shareholders' Meeting of April 30, 2020, for a period of six years expiring at this Annual Shareholders' Meeting.

In accordance with Article 16 of Regulation (EU) No. 537/2014 of April 16, 2014 and Article L. 821–40, II of the French Commercial Code (*Code de commerce*), the process of selecting new Statutory Auditors, led by the Audit Committee with the support of the Finance Department, was initiated in October 2024. As part of this call for tenders, several firms were selected by the finance team, and their files were submitted to the Audit Committee for review. This selection took into account the expectations of Lectra and the Audit Committee, in particular being part of an international network, work within listed groups governed by IFRS, references from assignments within software publishing companies with revenue activity in SaaS mode and collaboration in joint auditor mode.

The Audit Committee met on January 15, 2025 for a session at which the shortlisted firms were presented. It discussed the candidates' files at the meetings of January 15, February 11 and February 26, 2025.

The evaluation of each proposal focused on the following key criteria: international support to monitor the Group and its subsidiaries, knowledge of the software sector (particularly regarding SaaS offers), responsiveness on future acquisition projects, support in the implementation of the CSRD, and an optimized fee budget. At the end of the selection process, the Audit Committee presented its reasoned recommendation to the Board of Directors at its meeting of February 27, 2025.

Following the Audit Committee's recommendation, the Board of Directors of February 27, 2025 decided to propose to the Shareholders' Meeting:

- the appointment, at the Shareholders' Meeting of April 25, 2025, of E&Y as Statutory Auditor responsible for certifying accounting and financial information, for a period of six fiscal years ending at the close of the Shareholders' Meeting called in 2031 to approve the financial statements for the 2030 fiscal year;
- the appointment, at the Shareholders' Meeting of April 29, 2026,
  - of E&Y as Statutory Auditor responsible for certifying sustainability information, for a period of six fiscal years ending at the close of the Shareholders' Meeting called in 2032 to approve the financial statements for the 2031 fiscal year;
  - of Grant Thornton as Statutory Auditor responsible for certifying accounting and financial information, for a period of six fiscal years ending at the close of the Shareholders' Meeting called in 2032 to approve the financial statements for the 2031 fiscal year.

Statutory Auditors – Summary of terms

	Certification of financial statements		Certification of sustainability information	
Statutory Auditors	Start of current term	End of current term	Start of current term	End of current term
Outgoing				
PricewaterhouseCoopers Audit	Shareholders' Meeting 2020	Shareholders' Meeting 2026	Shareholders' Meeting 2024	Shareholders' Meeting 2026
KPMG SA	Shareholders' Meeting 2020	Shareholders' Meeting 2026	N/A	N/A
Incoming				
Ernst & Young	Shareholders' Meeting 2025	Shareholders' Meeting 2031	Shareholders' Meeting 2026	Shareholders' Meeting 2032
Grant Thornton	Shareholders' Meeting 2026	Shareholders' Meeting 2032	N/A	N/A

Authorization for the Company to buy back its own shares (Resolution 15)

The General Meeting of April 25, 2025 authorized the Board of Directors to trade in the Company's shares with a view to market-making under a liquidity agreement.

In 2025, making use of this authorization, the Company purchased 371,211 shares under the liquidity agreement set up with NATIXIS and ODDO BHF, at an average price of €24.56 and sold 368,318 shares at an average price of €24.72. The half-year balance sheets of the liquidity agreement are available on the Lectra website (**https://www.lectra.com/en/investors/regulated-information**). Consequently, at December 31, 2025, the Company held 38,361 Lectra shares (or 0.10%), with a par value of €1.00, with an average purchase price of €23.06, together with €885 thousand in cash and cash equivalents, entirely under the liquidity agreement.

As this authorization expires on October 24, 2026, you are asked to grant the Board of Directors a new, broader authorization, the main characteristics of which are set out below. The new authorization would be granted for a period of 18 months expiring on October 28, 2027 and would replace the previous authorization on the date of the Shareholders' Meeting.

The key features of the new share buyback authorization are as follows:

- the maximum number of shares that may be acquired would represent 10% of the share capital;
- the maximum purchase price would be €40 per share and the maximum amount of funds that could be committed to the share buyback program would be €50,000,000;
- share buybacks could have several purposes, namely:
  - market-making for Lectra's shares, as part of a liquidity agreement entered into with an investment services provider, in accordance with the market practice accepted by the French Financial Markets Authority,
  - the delivery of shares in respect of the exercise of stock options by employees of the Company and employees and/or company officers of companies or groups related to it under the conditions set out in Article L. 225-180 of the French Commercial Code (*Code de commerce*),
  - the implementation of any plan to allocate shares to employees of the Company and to employees and/or company officers of companies or groups related to it under the conditions set out in Article L. 225-180 of the French Commercial Code (*Code de commerce*),
  - the sale of shares to employees (directly or through employee savings funds) under employee shareholding plans or company savings plans,
  - delivery of shares during the exercise of rights attached to securities providing access to share capital by redemption, conversion, exchange, presentation of a warrant or via any other means,
  - the holding and subsequent delivery of shares as payment or exchange in respect of acquisitions, and
  - the cancellation of shares up to the maximum legal limit, within the scope of the authorization in force at the time to reduce the share capital, as granted by the Shareholders' Meeting;
- the acquisition, disposal, exchange or transfer of these shares may be carried out under the conditions provided for by the regulations, on one or more occasions, by any means, in particular on any market or over the counter, including by acquisition or sale of blocks of shares and by the use of derivative financial instruments;
- these transactions may be carried out at the periods deemed appropriate by the person acting on delegation of the Board of Directors, it being understood that in the event of the filing by a third party of a public tender offer for the Company's shares and until the end of such offer period, the Board of Directors may not implement this authorization nor may the Company continue with a share buyback program, unless previously authorized by the Shareholders' Meeting.

Authorization to be granted to the Board of Directors to grant stock options (Resolution 16)

At various Shareholders' Meetings since the early 1990s, you have authorized your Board of Directors to grant Lectra stock options to employees of the Company as well as to employees and company officers of companies in the Lectra group.

The last authorization granted by the Extraordinary Shareholders' Meeting of April 29, 2022 (thirteenth resolution) was used to grant stock options in 2022, 2023, 2024 and 2025, for 1,081,392 options out of 1,200,000 options authorized, and expired on June 28, 2025.

The Board of Directors deems it essential to continue its policy of motivating the Group's key employees by involving them in Lectra's future and the success of its development, through access to the share capital.

To this end, on the recommendation of the Compensation Committee, the Board of Directors asks you to renew the authorization to grant stock options under the conditions set out below and in the sixteenth resolution. This new authorization would be granted for a period of 38 months from this Shareholders' Meeting, i.e. until June 28, 2029.

Stock option granting plan

Lectra has a long-standing policy of employee participation in its capital; this is an essential component of a sound compensation policy, and assures shareholders that the priority of the Group's key employees is the long-term development of the Company.

Stock options have proven over time to be an effective mechanism for retaining employees, for incentivizing them to actively contribute to Lectra's development, and for attracting new talent.

In accordance with the legal provisions in force, the opening of a stock option plan is authorized by the Extraordinary Shareholders' Meeting, which temporarily delegates its powers to the Board of Directors, for a maximum period of thirty-eight months, so that the latter may grant stock options under strictly defined conditions.

The Board of Directors relies on the work of the Compensation Committee, which is composed mainly of Independent Directors (currently two out of three members) and chaired by an Independent Director.

The options are granted annually at the Board of Directors' meeting held at least twenty trading days after the payment of the dividend approved by the Annual Shareholders' Meeting, i.e. at around June 10.

The main terms and conditions of the stock option plans, for which this new authorization is requested, will remain identical to those of the stock option plans set up under the previous authorization. These terms and conditions are as follows:

Exercise price

The exercise price will be set by the Board of Directors on the day the options are granted as follows:

- for all options, the exercise price must be the higher of the opening price of the Company's share on the grant date and the average of the opening prices listed for the twenty trading days preceding the date on which the options were granted by the Board of Directors, rounded up to the next 25 cents;
- for stock purchase options, the exercise price must also be at least equal to 80% of the average purchase price of the shares held by the Company, rounded up to the nearest 25 cents.

Beneficiaries

The list of beneficiaries will be drawn up by the Board of Directors, based on a proposal by the Chairman and Chief Executive Officer and a recommendation by the Compensation Committee. The Board of Directors will take into account in particular the involvement of the potential beneficiary in the execution of the strategic roadmap, their responsibilities and skills, their specific duties and their contribution in previous years.

Option beneficiaries will fall into three categories:

- members of the Executive Committee (except for the Chairman and Chief Executive Officer, who receives no stock options);
- the senior Group managers;
- other employees whose contribution is considered significant.

Performance conditions

As for stock option plans set up since 2022, all options granted to members of the Executive Committee will be subject to performance conditions assessed using the results of the year of the grant and the following two years, and criteria that measure both the results for the year just ended and the more medium- and long-terms impact on results. The final number of options will be calculated ex-post with reference to the percentage fulfillment of targets set for the beneficiary and validated by the Board of Directors, following the approval of the financial statements for the third year after the grant.

Half of the options granted to the Group's senior managers will be subject to performance conditions, assessed on the results for the year of the grant and aligned with the objectives of Lectra's roadmap. The final number of options will be calculated with reference to the percentage fulfillment of targets set for the beneficiary, and validated by the Board of Directors following the approval of the financial statements for the year after the grant.

Vesting period and absence of lock-up period

Options for which exercise rights have been acquired may be exercised, in full or in part, from the end of a three-year vesting period applicable to all beneficiaries. No lock-up period will be applicable.

Presence condition

All plans will require that the beneficiary continue to be an employee of the Company, or an employee or company officer (mandataire social) of one of the companies in the Group, from the date of the grant to the time the options are vested, it being specified that the right to exercise these options vests on a single occasion at the end of the three-year period starting on January 1 of the year of granting.

At December 31, 2025, there were 436 beneficiaries of valid stock options, i.e. around 15% of the Group's current workforce.

The objective of your Board of Directors is to maintain a high selectivity in the allocation of options, the criteria for which have been strengthened, while extending the number of beneficiaries.

Of the 1,780,886 options currently in force, 723,668 options have vested, and the remaining 1,057,218 options are due to vest between 2027 and 2028.

You are reminded, as needed, that Lectra does not grant bonus shares to its employees.

No grant to the Company's company officers

In accordance with the provisions of French law which prohibits the allocation of share-based compensation to non-executive company officers and company officers holding more than 10% of the share capital, neither the non-executive Directors of the Company nor Daniel Harari, Chairman and Chief Executive Officer, who holds more than 10% of the share capital, are eligible for stock subscription or purchase options. Therefore, no member of the Board of Directors is eligible.

Main characteristics of the authorization requested

The key features of the new authorization to grant stock options are as follows:

- for a period of thirty-eight months from the date of this Shareholders' Meeting, the Board of Directors will be authorized to grant options up to a limit of 2,100,000 options giving the right to subscribe to the same number of Lectra shares, corresponding to approximately 5.5% of the share capital at the date of this report;
- the total number of stock options granted under this authorization may not exceed 2% of the share capital per year, it being specified that the total number of options outstanding may at no time exceed 10% of the share capital;
- in the event of granting of stock options, the exercise of options by the beneficiaries will result in the issue of new shares and an increase in the share capital; in the event of granting of stock purchase options, the exercise of options will result in the delivery of existing shares, bought back and held by the Company under the share purchase programs authorized by the Shareholders' Meeting;
- the Board of Directors will be empowered to record share capital increases resulting from the exercise of the options, it being specified that the authorized amount of the share capital increase is set at €2,100,000 in nominal terms;
- these options will be granted to certain employees of the Company as well as to certain employees and company officers of Group companies;
- the option validity period will be eight years from their grant by the Board of Directors (unchanged from the previous authorization);
- in the event of a merger of the Company by another entity, the acquiring company would replace the absorbed Company in fulfilling its commitments regarding the beneficiaries of stock options. Their rights would be transferred to the shares of the absorbing company by applying to the shares under option the exchange ratio adopted for the merger;
- the Board of Directors will have discretionary power to determine, in compliance with the rules and limits set by the Shareholders' Meeting, any other conditions and procedures for the grant and exercise of options. In particular, it may decide on the grant dates, the identity of the beneficiaries, the number of shares allocated to each beneficiary, vesting conditions for the right to exercise options, including conditions of presence, length of service and targets, vesting and lock-up periods, the suspension of the exercise of options, payment terms, or any other specific procedures;
- the Board of Directors will inform the General Meeting annually of the transactions carried out under this authorization.

It should be noted that approval of the resolution authorizing the Board of Directors to grant stock options would, by law, result in shareholders expressly waiving their preferential subscription rights in favor of the beneficiaries of such options.

Additional disclosures

At the date of this report, the potential dilution resulting from all stock option grants not yet exercised or canceled amounts to approximately 4.5%.

The grant of all of the 2,100,000 options under the new authorization, added to the options granted but not yet exercised or canceled, would lead to a potential dilution rate of 9.2% of the share capital at December 31, 2025.

For information purposes, if all 2,100,000 options under this new authorization were granted by the Board of Directors, and on the basis of an exercise price for the new options equal to the average of the opening stock market prices of the twenty trading sessions ending on February 26, 2026, i.e. €21.10, the exercise of these options would increase the Company's shareholders' equity by €44.3 million.

Delegation of authority to the Board of Directors to carry out a share capital increase reserved for members of company savings plans, with cancellation of preferential subscription rights in favor of the latter, in application of Article L. 225-129-6 paragraph 2 of the French Commercial Code (*code de commerce*) (Resolution 17)

As this Shareholders' Meeting is required to vote on the authorization to grant stock options and the corresponding delegation of authority, we submit to you, in accordance with the provisions of Article L. 225-129-6 paragraph 1 of the French Commercial[(2)] Code, an additional share capital increase resolution reserved for employees who are members of company savings plans (PEE).

The ceiling on the nominal amount of capital increases that may be carried out under this delegation is set at one hundred thousand euros (€100,000).

The Board of Directors would determine the subscription price of the shares to be issued under the reserved share capital increase, within the limits set by Article L. 3332-19 of the French Labor Code, as well as the dates of the subscription periods, those of dividend rights for the new shares and the other terms and conditions of the issue.

Such a share capital increase reserved for members of a PEE is not part of Lectra's salary policy or its policy aimed at promoting shareholder value. Consequently, your Board of Directors is not, as previously, in favor of the adoption of this resolution, which is only submitted to you because of the aforementioned legal obligation.

The Board of Directors considers that the stock option system is distinct and pursues different objectives from the traditional employee shareholding arrangements in the form of collective management of the Company's shares. The options are intended as an incentive; the benefit granted to the beneficiaries requires them to pay a counterpart, such as future employment in the company or the achievement of performance targets; moreover, temporary restrictions are imposed on the exercise (vesting period) and the free disposal of their shares. As explained to shareholders at previous Shareholders' Meetings, it would not be legitimate for an option plan to be an opportunity to open up the share capital to all employees who are not subject to the above constraints. The Board of Directors was supported in its recommendation by the shareholders, who voted against the corresponding resolution.

For these reasons, your Board of Directors invites you to **vote against** the seventeenth resolution.

Authorization to be granted to the Board of Directors to reduce the share capital by canceling shares (Resolution 18)

You are asked to grant the Board of Directors the authorization to reduce the share capital by canceling, on one or more occasions, up to a limit of 10% of the share capital (per 24-month period), all or part of the shares that the Company holds or that it may acquire under the share purchase programs authorized by the Shareholders' Meeting. This authorization will be granted for a period of 24 months.

The difference between the carrying value of the canceled shares and their nominal amount will be charged against the "Issue premium account or to any available reserve item, including the legal reserve, up to the limit of 10% of the share capital reduction carried out.

This mechanism is in addition to the implementation of the share buyback program that would be authorized under the terms of the 15th resolution submitted to the Shareholders' Meeting.

(2) Article L. 225-129-6 paragraph 1 of the French Commercial Code provides that "in the event of any decision to increase the share capital by a cash contribution, except if it is the result of a prior issue of securities granting access to the share capital, the Extraordinary Shareholders' Meeting shall vote on a proposed resolution aimed at carrying out a share capital increase under the conditions provided for in Articles L. 3332-18 to L. 3332-24 of the French Labor Code. However, the Extraordinary Shareholders' Meeting shall vote on such a proposed resolution when it delegates its authority to carry out the share capital increase in accordance with Article L. 225-129-2."

Ratification of the amendment to Article 20 of the by-laws, decided by the Board of Directors, to bring it into line with the new legal provisions relating to the "*record date*" (Resolution 19)

Decree No. 2026-94 of February 13, 2026 modified the *record date* with effect from February 16, 2026, to bring it to D-5 working days (compared to D-2 previously). In practice, shareholders must now be registered in an account five days before the date of the Shareholders' Meeting at midnight, Paris time, in order to participate in and vote at the Shareholders' Meeting and to have an item or draft resolution placed on the agenda.

Pursuant to Article L. 225-36 of the French Commercial Code (*Code de commerce*) allowing the Board of Directors to make the necessary amendments to the by-laws to bring them into compliance with the legislative and regulatory provisions, subject to ratification of these amendments by the next Extraordinary Shareholders' Meeting, on February 26, 2026, the Board of Directors amended Article 20 of the by-laws as follows:

Former wording	New wording
<u>**Article 20 – Representation and admission to Shareholders' Meetings**</u> [...] The right to participate in Meetings shall be subject: ➤ for owners of registered shares, to the accounting registration of the shares in their name or in the name of the authorized intermediary in the registered share accounts held by the Company, **on the second business day preceding the Meeting, at midnight, Paris time;** ➤ for owners of bearer shares, to the receipt by the Company or its agent at the places indicated in the notice of meeting, of a certificate of participation recording the accounting registration of the shares in the bearer share accounts **on the second business day preceding the date set for this meeting, at midnight, Paris time,** issued by the financial intermediary holding their securities account. Shareholders are free to dispose of their shares in whole or in part until the time of the meeting. However, if the disposal takes place **before midnight, Paris time, on the second business day preceding the date set** for the Meeting, the financial intermediary that holds the account shall notify the disposal to the Company or its agent, and shall transmit the necessary information. The Company shall invalidate, or modify accordingly, as the case may be, a vote cast remotely (including electronically), a proxy (including that expressed electronically), an admission card or a certificate of attendance. However, if the disposal takes place after **midnight, Paris time, on the second business day preceding the date set for this Meeting**, it will not be notified by the financial intermediary that holds the account, nor taken into consideration by the Company.	<u>**Article 20 – Representation and admission to Shareholders' Meetings**</u> [...] The right to participate in Meetings shall be subject: ➤ for owners of registered shares, to the accounting registration of the shares in their name or in the name of the authorized intermediary in the registered share accounts held by the Company, **within the time limits set by the regulations in force (the *record date*);** ➤ for owners of bearer shares, to the receipt by the Company or its agent at the places indicated in the notice of meeting, of a certificate of participation recording the accounting registration of the shares in the bearer share accounts **on the *record date***, issued by the financial intermediary holding their securities account. Shareholders are free to dispose of their shares in whole or in part until the time of the meeting. However, if the sale occurs **before the *record date*,** the financial intermediary that holds the securities account shall notify the disposal to the Company or its agent, and shall transmit the necessary information. The Company shall invalidate, or modify accordingly, as the case may be, a vote cast remotely (including electronically), a proxy (including that expressed electronically), an admission card or a certificate of attendance. However, if the disposal takes place **after the *record date***, it will not be notified by the financial intermediary that holds the account, nor taken into consideration by the Company.

Powers for formalities (Resolution 20)

This resolution is intended to grant the necessary powers to carry out the formalities following the holding of the Combined Shareholders' Meeting of April 29, 2026, in particular the filing and publicity formalities.

February 26, 2026
The Board of Directors