

# 2026 Combined Shareholders' Meeting

April 29, 2026, 09:30 am (CET)

Hôtel InterContinental Paris Champs Elysées – 64, avenue Marceau 75008 Paris

*April 29, 2026*

LECTRA

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# Agenda

- 01** Introduction of speakers
- 02** Opening formalities
- 03** Key Highlights and Results 2025
- 04** Q&A
- 05** Reading of the Statutory Auditors' Reports
- 06** Presentation and voting resolution
- 07** Closing if the Meeting

# 01 Introduction of speakers

## Introduction of Speakers

- **Daniel Harari** Chairman and Chief Executive Officer
  - **Céline Abecassis-Moedas** Independent Director, Chairwoman of the Compensation Committee
  - **Anne Borfiga** General Secretary
  - **Olivier du Chesnay** Chief Financial Officer
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- **Flora Camp** Statutory auditor, representing PwC
  - **Aurélie Lalanne** Statutory auditor, representing KPMG
  - **Jean-Christophe Pernet** Statutory auditor, representing EY

**02**

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## Opening formalities

*Anne Borfiga, General Secretary*

# Bureau of the Shareholders' Meeting

- Chairman
- Scrutineers
- Secretary

# Reminder of the schedule of the Shareholders' Meeting

- **March 23**

Publication of the convening notice in the BALO and the notice of meeting in Affiches Parisiennes; electronic announcement of the Shareholders' Meeting by Euroclear France

- **March 27**

Filing with the AMF and publication of the 2025 Annual Financial Report on Lectra's website

- **April 8**

Preparatory documents for the Shareholders' Meeting posted on Lectra's website

- **April 10**

Notification of registered shareholders (direct or administered accounts) by regular mail ; opening of the voting site VOTACCESS

Convening the Statutory Auditors and inviting the Economic and Social Committee representatives by regular mail

# Quorum and documents of the Shareholders' Meeting

- Shareholders' Meeting validity - Provisional quorum
- Documents available at the Shareholders' Meeting
- No requests to add resolutions to the agenda or written questions received

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## Key highlights and 2025 financial results

*Daniel Harari, Chairman and CEO*

*Olivier du Chesnay, Chief Financial Officer*

# Financial results 2025

- **2025 Key highlights and evolution of Lectra's markets**
- 2025 results
- Strategic roadmap 2023-2025: review
- Strategic roadmap 2026-2028
- Outlook 2026-2028 and recent developments

# Key highlights and evolution of Lectra's markets

**Persistent economic and geopolitical uncertainty, with trade tensions and tariffs used as bargaining tools**

**Limited decrease of revenues thanks to the recurring revenues and the transformation toward SaaS. Tight cost management.**

**Another year of strong free cash-flow generation and negative working capital strengthening an already robust financial position**

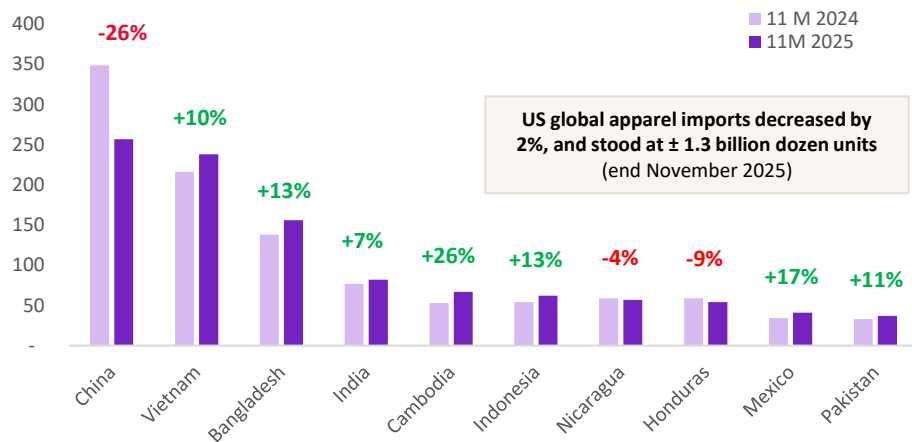
# Key highlights and evolution of Lectra's markets

Fashion: a resilient industry in 2025, but cautious sentiment persists for 2026

## 2025

### US apparel\* imports as of November 2025

Source: OTEXA, in million dozen units



- **Fashion retail sales flat:** price-led growth as inflation and tariffs suppressed volumes.
- **US tariffs accelerated sourcing reallocation.** Asian manufacturers faced ~20% higher tariffs vs 2024.
  - **US sourcing mix shifted toward Vietnam** (complex higher-value apparel) and **Bangladesh, Cambodia, Pakistan** (volume basics).
  - **China lost further US import share**, redirecting volumes to Europe and other non-US markets — pushing global Chinese apparel exports down 5%. Domestic demand growth (+3%) remained too weak to offset the slowdown for Chinese manufacturers.

## 2026 Outlook

### Cautious sentiment amid soft demand and rising cost pressures

- **Clothing retail sales** in key apparel import markets could be stagnant or even decline.
- **Luxury expected to grow** moderately, mid-market stays dynamic; ultra fast-fashion faces margin pressures.
- **Trade policy** could remain highly uncertain : China and Asia's role in apparel sourcing could continue to evolve.

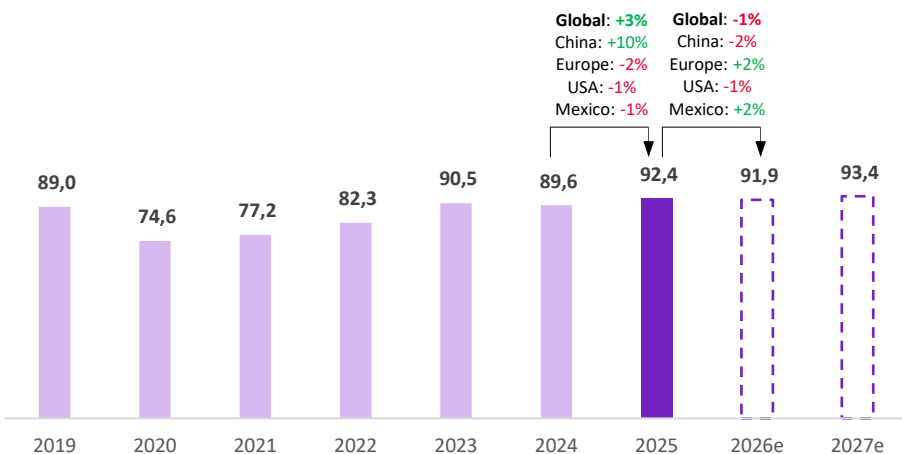
# Key highlights and evolution of Lectra's markets

Automotive: 2025 growth driven by China, 2026 faces headwinds

## 2025

### Worldwide production of light vehicles

Source: S&P Global, in millions of units



- **Global production** grew 3% in 2025, mainly driven by strong momentum in China.
- **China's production growth** (+10%) was driven by strong increase in export (+21%) and robust consumer demand (+7%) supported by local subsidies.
- **Europe production** declined (-2%) due to weak sales, high inventories, US tariffs, and strong Chinese competition.
- **US production was flat**, weighed down by soft demand and lingering supply constraints.
  - **No signs of re- or nearshoring linked to US tariffs policies**; instead, top exporters to the US (Mexico, South Korea, Japan, Europe) show H2 2025 production declines (-4%, -3%, -6%, 0% respectively).

## 2026 Outlook

### Cooling demand and policy shifts pressure global production

- **Global production** expected to be at -1%, as China slows.
- **China: first production drop since the pandemic** (-2%) due to the end of purchase incentives and softer demand.
- **Europe: production is projected to see modest growth** (+2%), supported by a +14% EV expansion.
- **US: production expected to decline** (-1%), with the EV market contracting by ~10% following the end of federal tax credits.
- **Overall uncertainty** about export potential in key production markets following geopolitical and tariff developments.

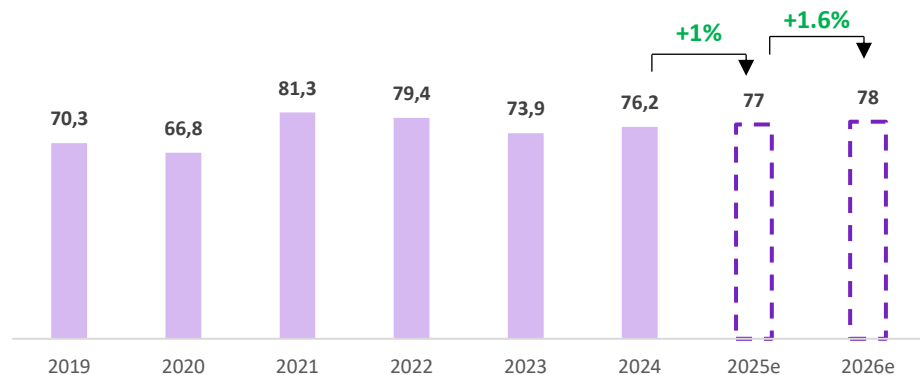
# Key highlights and evolution of Lectra's markets

Furniture: solid 2025 performance but Q4 pressure heightens 2026 risks

## 2025

### World upholstered furniture consumption

Source: CSIL, as of July 2025, in billions of US dollars



- **Global demand stayed resilient** despite heavy trade disruptions.
- **Retail furniture sales in China grew +8% in 2025**, although momentum softened in Q4. However, upholstered **furniture exports fell sharply** over 2025 (-14%), largely due to US tariffs.
- **US demand held up**, but Q4 saw the first decline (-2% Oct., -4% Nov.) as tariffs clouded market visibility.
- **US sourcing diversification accelerated**, boosting Vietnam. No clear sign of increasing reshoring activity observed.
- **Furniture sales in EU showed mixed trends in 2025**: strong in UK (+8%) & Poland (+14%), flat in France & Italy (0%), down in Germany (-1%).

## 2026 Outlook

### Caution ahead in 2026

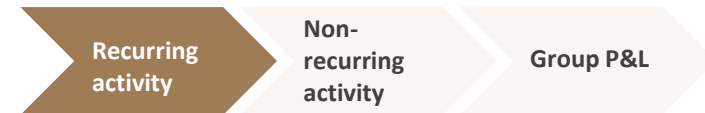
- **Flat to low-growth environment expected globally for upholstered furniture**, with international trade down 1% and domestic consumption up 1%.
- **China slowdown and policy uncertainty** to weigh on global trade and visibility.
- **US sourcing rebalancing continues** to secure supply and manage costs.
- **Productivity, automation and operational flexibility** become the main value drivers, not capacity expansion.

## 2025 Results

- 2025 Key highlights and evolution of Lectra's markets
- **2025 results**
- Strategic roadmap 2023-2025: review
- Strategic roadmap 2026-2028
- Outlook 2026-2028 and recent developments

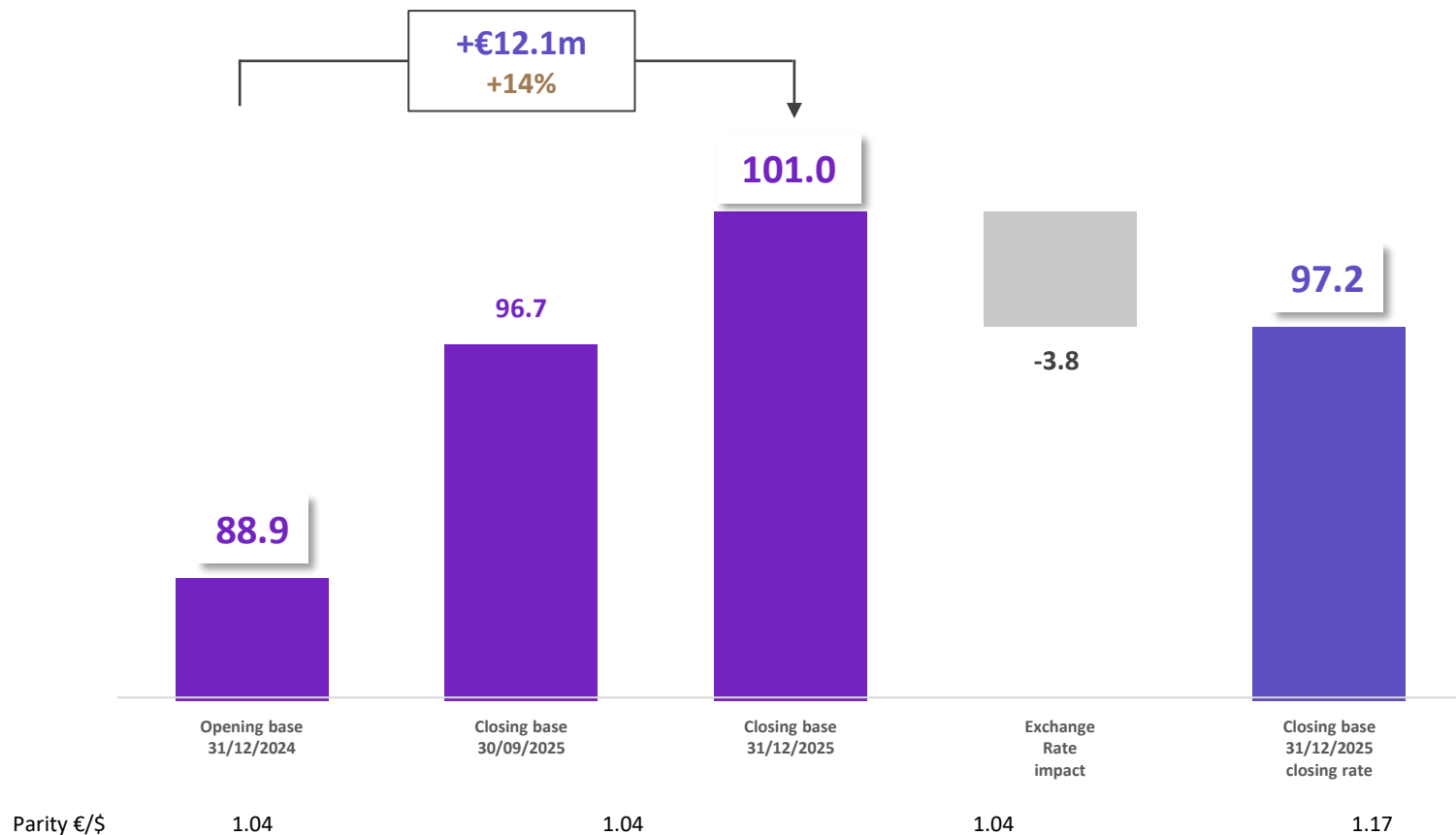
# 2025 results

ARR growth of 14%



## Annual Recurring Revenues (ARR) of subscriptions

In millions of euros, at actual rates 31/12/2025

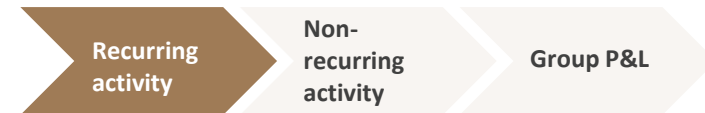


ARR growth landed at 14% for the year, at a higher level than the run rate observed in the first 9 months.

Q4 demonstrated a high level of new SaaS subscription on TextileGenesis, Kubix Link, Valia and Launchmetrics.

# 2025 results

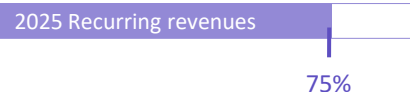
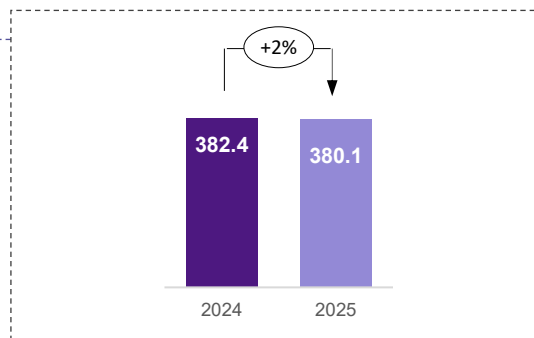
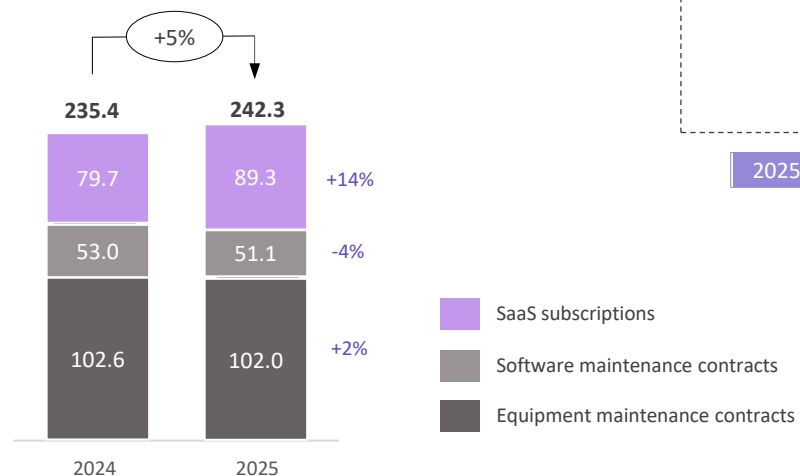
## Recurring contracts growth of 5%



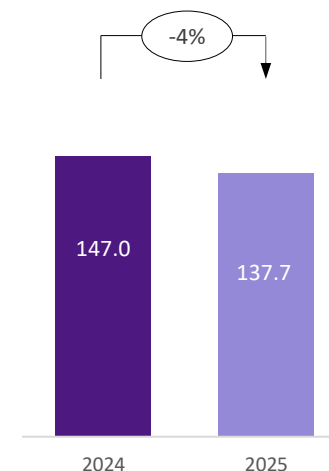
### Recurring revenues

In millions of euros

### Recurring contracts



### Consumables and parts



Recurring contracts growth driven by SaaS subscriptions.

Software maintenance contract slowly eroding.

Equipment maintenance contracts still growing despite unfavorable market conditions.

The decline in sales of consumables and parts remains limited in a challenging macroeconomic context.

The fourth quarter did not demonstrate any change of momentum.

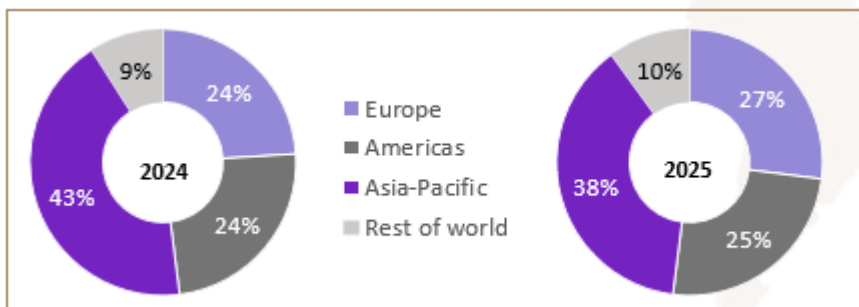
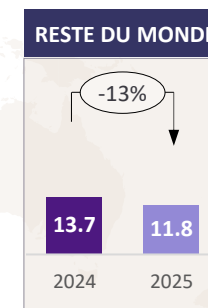
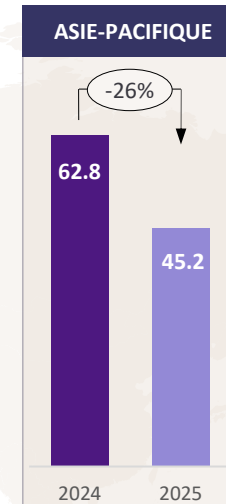
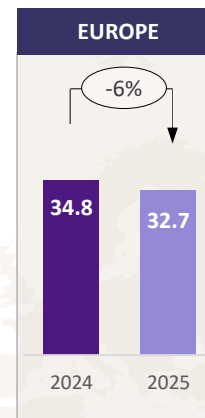
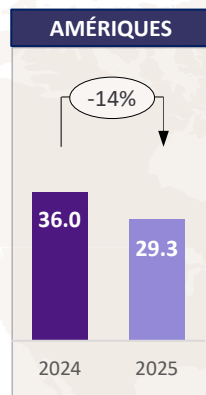
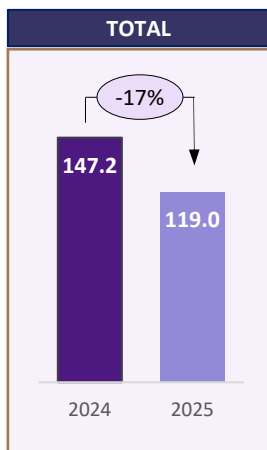
# 2025 results

Stable orders of new systems in value during the last three quarters



## New systems orders\*

New orders of perpetual software licenses, equipment, training and consulting  
In millions of euros



Stability of new orders level with no rebound in activity.

The announcements regarding tariffs in the second half did not clarify the situation.

Customers hesitation still affects orders marked by a strong decrease in Asia-Pacific and more specifically in China.

# 2025 results

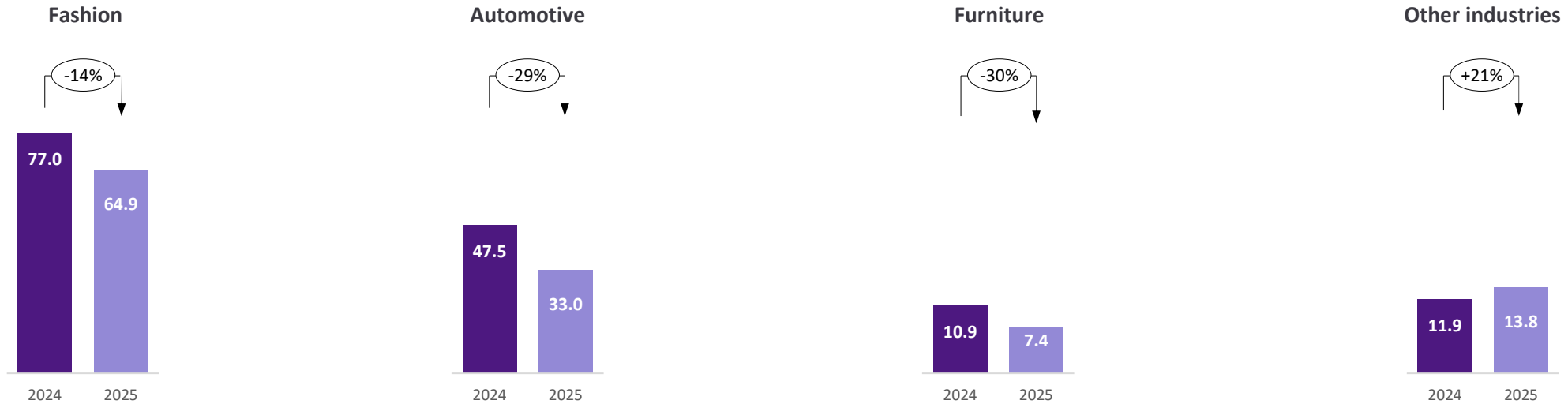
Automotive orders negatively impacted

Fashion and Furniture orders trends in Q4 in line with the rest of the year



## New systems orders

*New orders of perpetual software licenses, equipment, training and consulting  
In millions of euros*



Orders in automotive are quite weak in all regions, with a particularly low quarter in Asia-Pacific.

In fashion, after a steep drop in Q2 due to the tariffs' announcement, the level of activity is down in Q3 and Q4, with no further degradation in Q4.

Furniture market sector remains with weak level of demand, decrease one third compared with prior year.

Other industries include various market sectors using composite materials. These industries are facing less budget constraints and represent twice as many orders as the furniture industry in 2025.

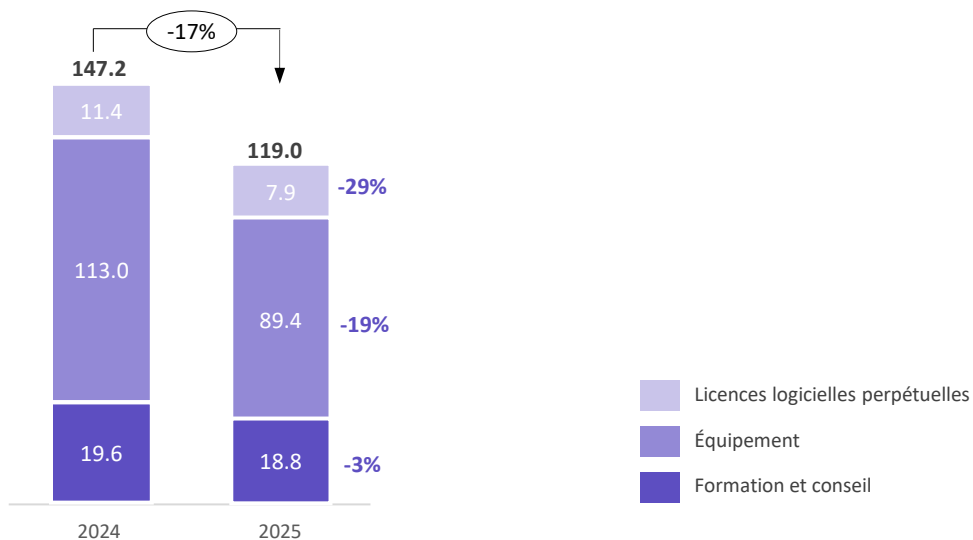
# 2025 results

## Non-recurring revenues decreased 12%



### New systems orders

New orders of perpetual software licenses, equipment, training and consulting  
In millions of euros



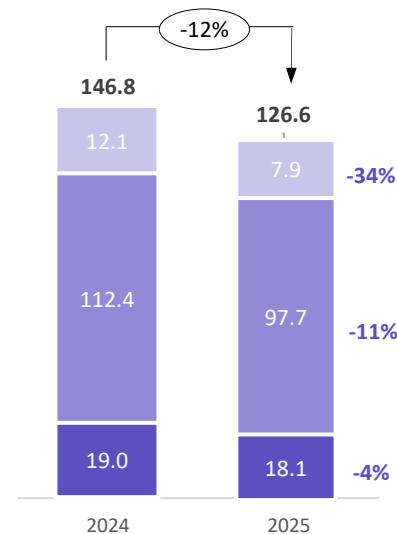
Software perpetual licenses decreasing 1/3

Equipment are close to 20% decrease, resulting from the market uncertainties

Training and consulting, now mostly triggered by SaaS subscription sales.

### Non-recurring revenues

In millions of euros



The equipment revenues decrease of 11% is lower than the orders decrease of 19%, leading to an important decrease of the order backlog at the end of 2025.

Total backlog amounts to €23.2m at year end

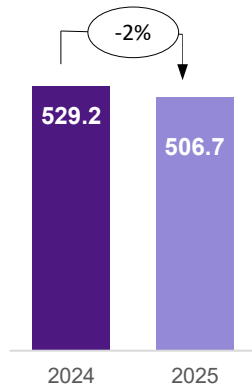
# 2025 results

Increase in gross margin rates, strict control of overhead costs  
EBITDA before non-recurring items of nearly €80m

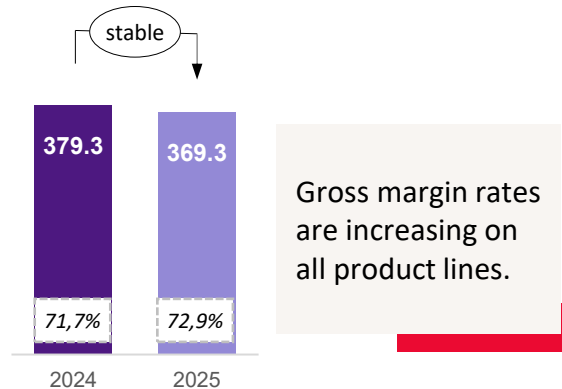


In millions of euros

Total revenues

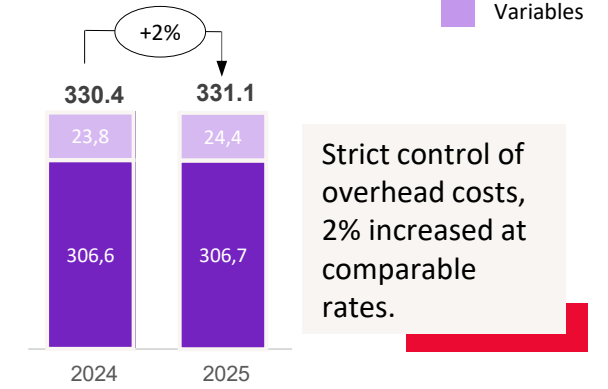


Gross margin



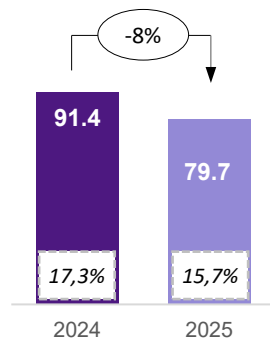
Overhead costs\*

(fixed and variable)



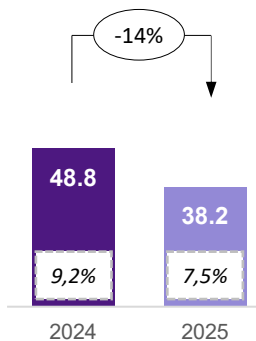
EBITDA

before non-recurring items

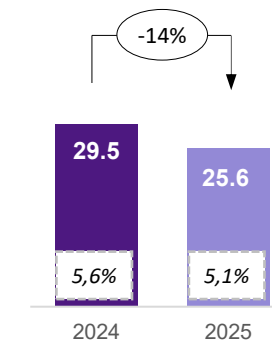


Income from operations

before non-recurring items



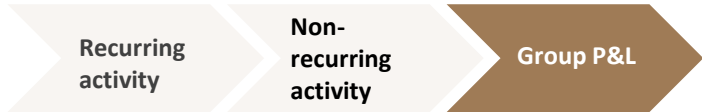
Net income\*



   = In % of revenues

\* 96% of fixed costs are covered by the margin of recurring activity in 2025 (95% in 2024)

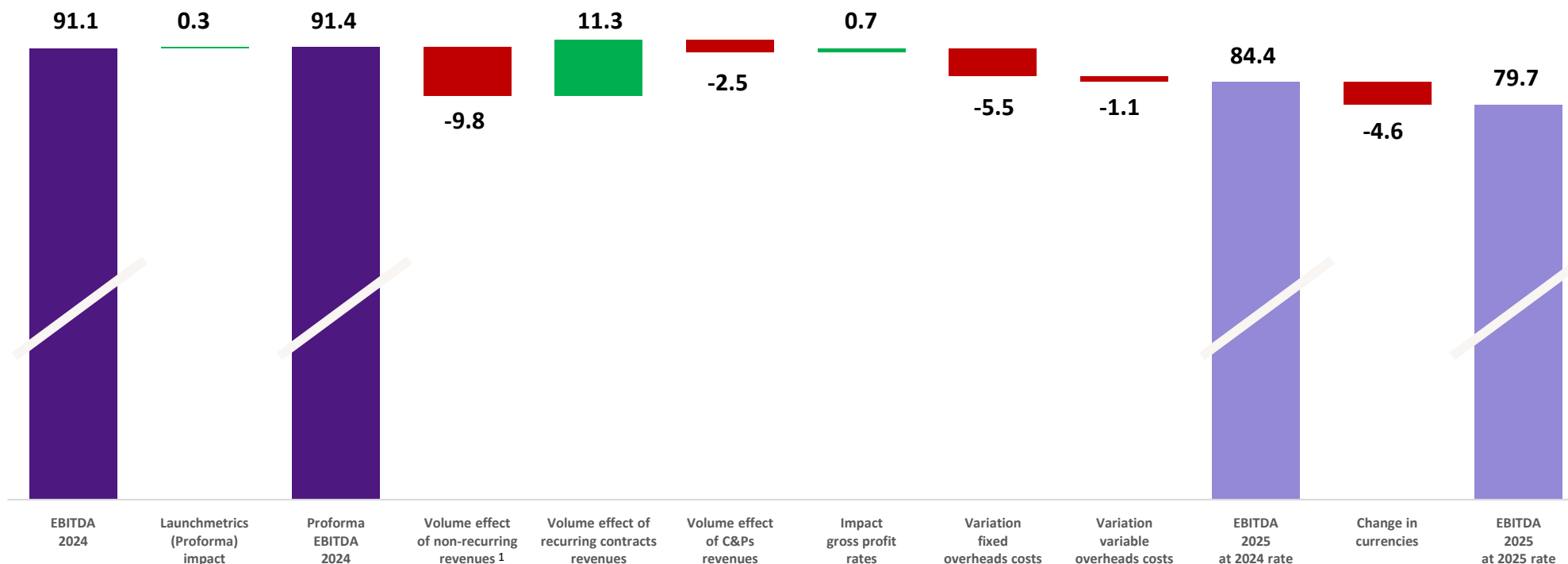
# 2025 results



Recurring contracts growth partially offsets the negative impact of the decline in equipment and the increase in fixed costs

## Evolution of EBITDA before non-recurring items 2024-2025

In millions of euros



<sup>1</sup>Revenues of software perpetual licenses, equipment and non-recurring services

# Balance sheet December 2025

## Limited financial debt

### Net financial debt

In millions of euros



During 2025, the Group cashed out:

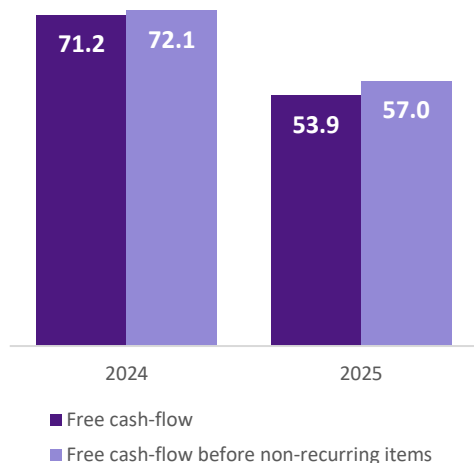
- Purchase of Launchmetrics' second tranche (€20.5m), acquisition of Glengo Turkey (€1.7m) and Neteven (€3.3m) remaining shares
- Dividends (€15.2)
- Loan and interests' reimbursement (€16.1m)

The Group generated €57.0m of free cash-flow before non-recurring items.

# 2025 Free cash-flow

Another year of strong cash-flow generation and negative working capital

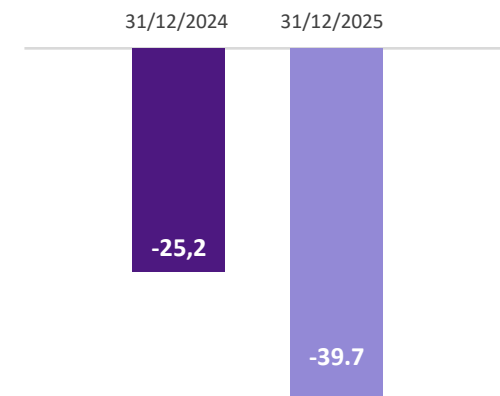
In millions of euros



Free cash-flow before non-recurring items stands at €57.0m (€72.1m in 2024).

Despite unfavorable macro-economic conditions, the Group managed to collect receivables and limit overdues while reducing inventories and financing its new ERP project.

The working capital requirement on December 31, 2025, is negative €39.7m, which remains one of the fundamentals of the Group's business model.

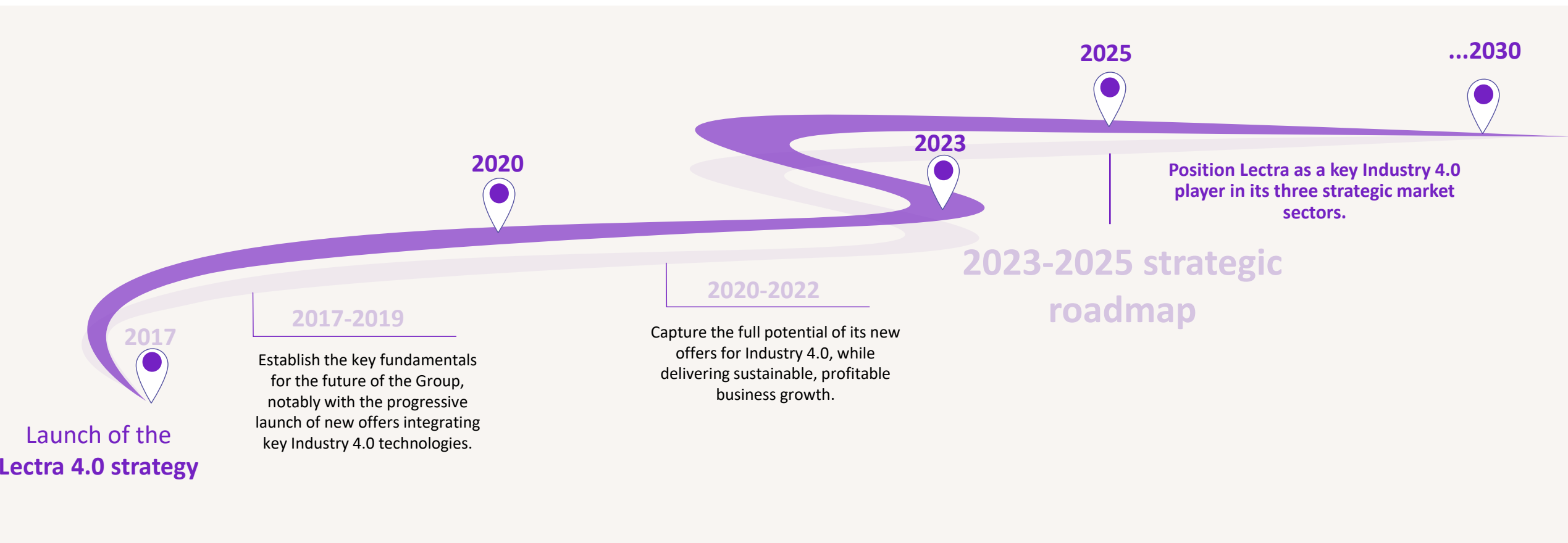


## FY 2025 results

- 2025 Key highlights and evolution of Lectra's markets
- FY 2025 results
- **Strategic roadmap 2023-2025: review**
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# 2023-2025 strategic roadmap

## 3-year strategic roadmaps to implement a long-term strategy



# 2023-2025 strategic roadmap

## Succeeding in positioning Lectra as an Industry 4.0 leader

TAKE FULL ADVANTAGE OF  
THE GROUP'S CHANGE IN DIMENSION TO  
ACCELERATE GROWTH



SIGNIFICANTLY INCREASE THE VOLUME OF  
SAAS IN THE GROUP'S TOTAL REVENUES



SEIZE ACQUISITION  
OPPORTUNITIES



## INDUSTRY 4.0

With the commitment of its employees, and recognition by customers, Lectra will be at the forefront of a more sustainable future.

**In a deteriorated environment, Lectra was able to maintain its strategic ambitions while reinforcing its financial strength.**

# 2023-2025: a strategic leap toward the **Lectra 4.0 vision**

*Lectra is in an ideal position to go even further in the next phase of its strategy, from 2026 to 2028.*

## Unprecedented position - combining

- market leadership
- a robust and relevant offer aligned with customer needs
- an expanded customer base
- a global presence
- a strengthened image as an innovative technology company.

**75%**

Recurring revenues

**96%**

Security ratio

**€21.3m**

Net debt

**€57m**

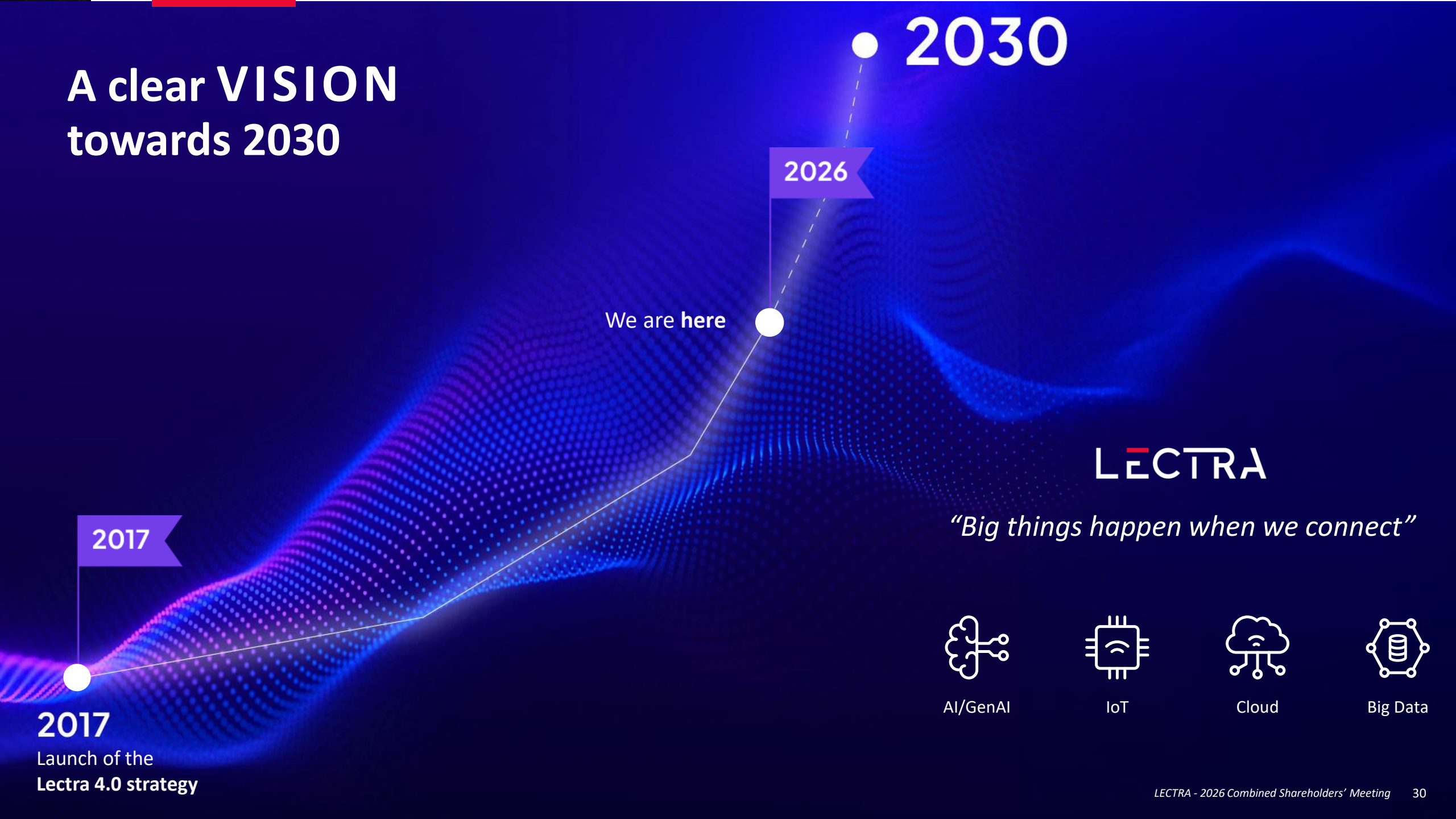
Free cash Flow

At December 31, 2025

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# A clear VISION towards 2030



2017

**2017**

Launch of the  
**Lectra 4.0 strategy**

We are here

2026

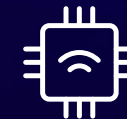
● 2030

**LECTRA**

*“Big things happen when we connect”*



AI/GenAI



IoT



Cloud



Big Data

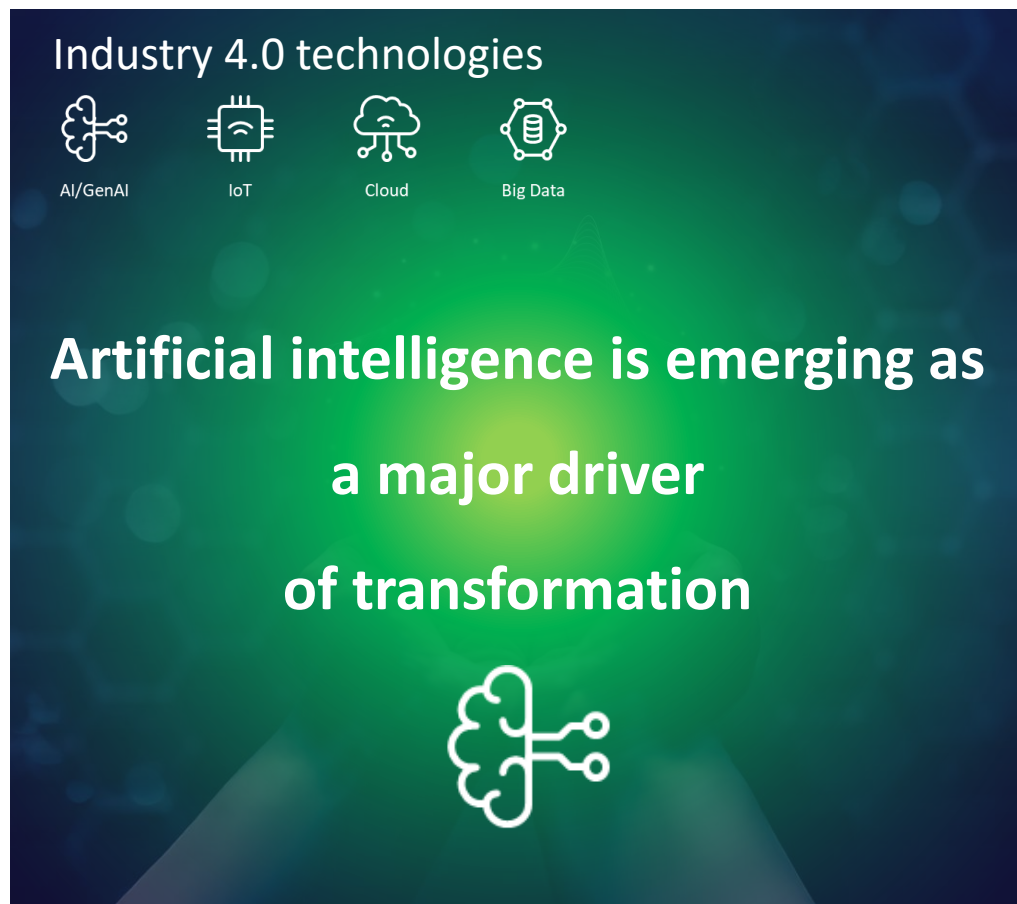
# A world of structural shifts: challenges creating opportunity

Deep changes reshaping how industrial value chains operate accelerating demand for connected, automated and data-driven operations

Industry 4.0 technologies

AI/GenAI IoT Cloud Big Data

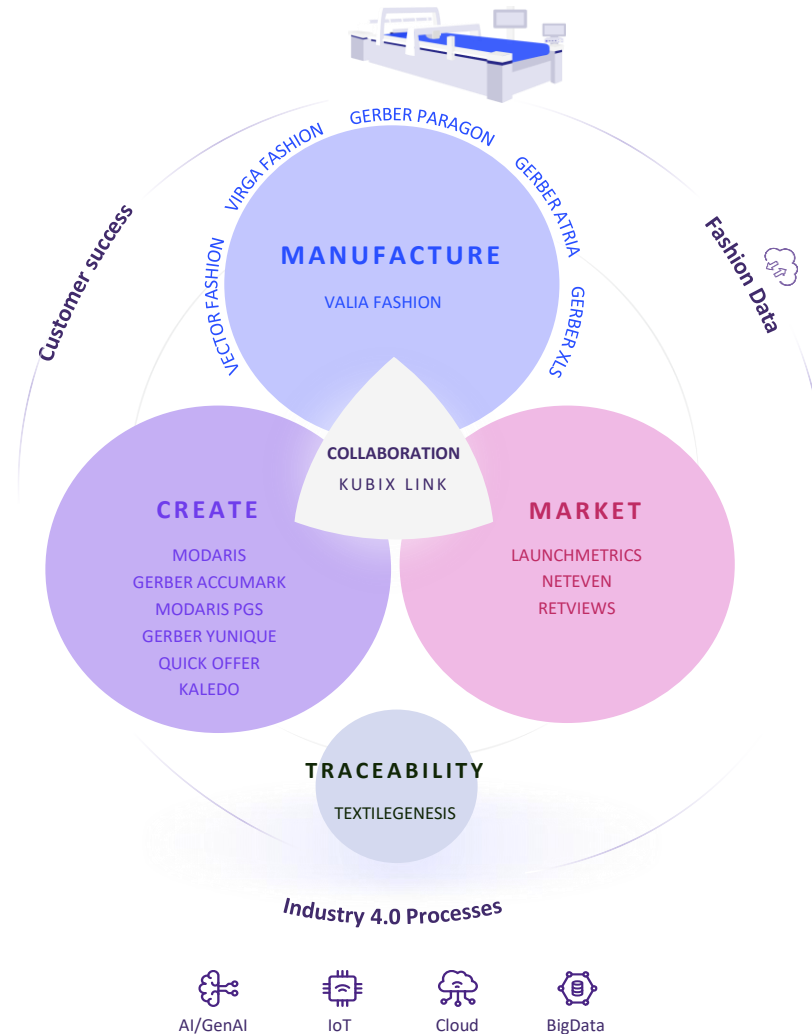
Artificial intelligence is emerging as a major driver of transformation



Global uncertainty is the new norm: geopolitical tensions, trade barriers, volatile raw material costs, ...



# An extended, fashion-dedicated offer connecting all actors, processes and data for greater speed and agility



- A unique SaaS portfolio combining **Kubix Link, Launchmetrics, Neteven, Retviews, TextileGenesis, and Valia Fashion** with historical CAD and cutting solutions
- Supporting customers across all key stages - from **creation** to **manufacturing** and **go-to-market** - while enabling **collaboration** and full **traceability**
- A SaaS-led entry strategy enabling **strong cross-sell and upsell** to grow recurring revenues per customer

# Lectra today: a solid, global, resilient leader ready for the next chapter



Presence in **+100 countries** & prestigious **customer base**



**Customer Success** at core: +800 people dedicated accompany customers on a daily basis



Strong **technological leadership**



**Unique offer** in line with customer needs



Leading the way in **sustainability** and **compliance**

Lectra is in an unrivalled position:  
**industrial expertise** coupled with **SaaS**  
to drive performance

## Virtuous business model and strong financial position

**€0m**

*December 31, 2016*

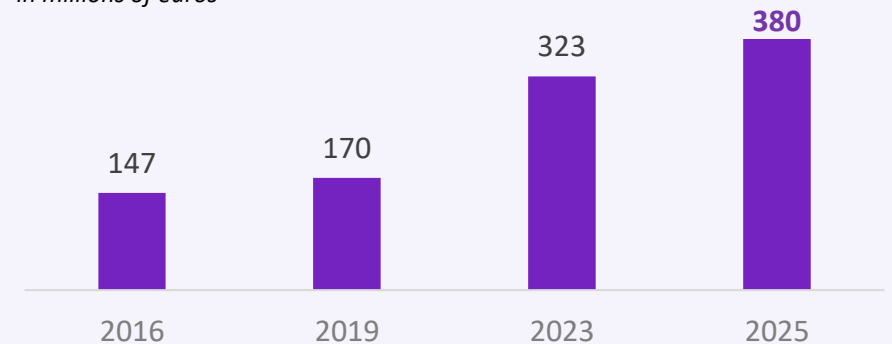
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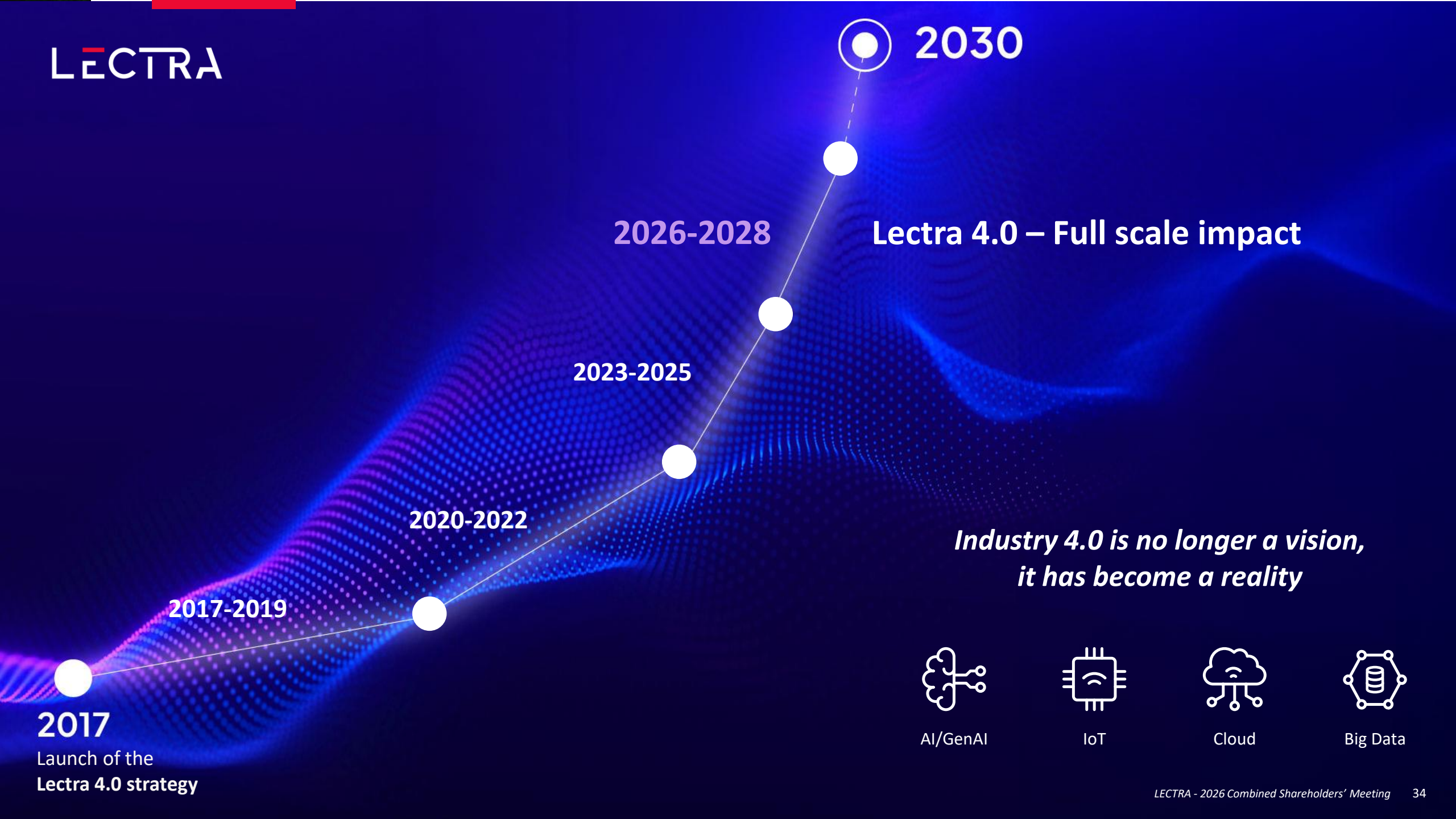
**€97.2m of ARR**

*At actual rates  
December 31, 2025*

### Recurring revenues

*in millions of euros*





2030

Lectra 4.0 – Full scale impact

2026-2028

2023-2025

2020-2022

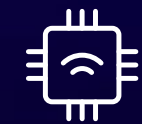
2017-2019

2017  
Launch of the  
Lectra 4.0 strategy

*Industry 4.0 is no longer a vision,  
it has become a reality*



AI/GenAI



IoT

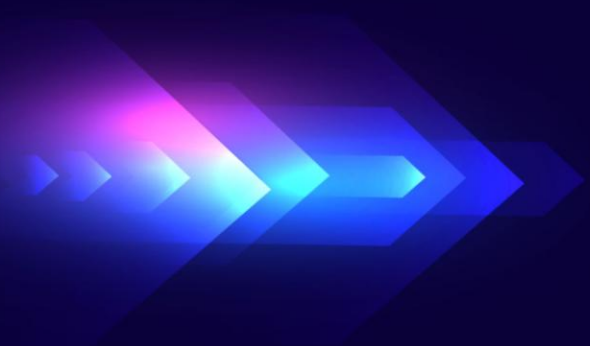


Cloud



Big Data

# By 2028, Lectra will fully deploy its digital and connected model to bring greater value to customers



## 2026-2028 PRIORITIES



1 Position **Valia** at the forefront of the *Manufacture* offer



2 Scale the **SaaS** business



3 Boost **operational excellence** to accelerate growth

## FY 2025 results

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# 2026-2028 Financial objectives

**15% ARR yearly growth,  
contributing to  
5% to 8% yearly growth of  
recurring contract revenues**

**Continued  
cost optimization**

**EBITDA margin: +120 to  
180bps/year\***

**Security Ratio: +2-3 points/year  
(>100% in 2028)**

**Lectra reiterates the objectives  
communicated in February.**

\*In the event that equipment orders remain stable.  
Any rebound –the timing and magnitude of which remain uncertain–  
would represent an additional growth potential for revenue and EBITDA.

Like-for-like  
Excluding non-recurring items

# Message from Daniel Harari, CEO and Chairman

## ***Unstable environment in the first quarter of 2026***

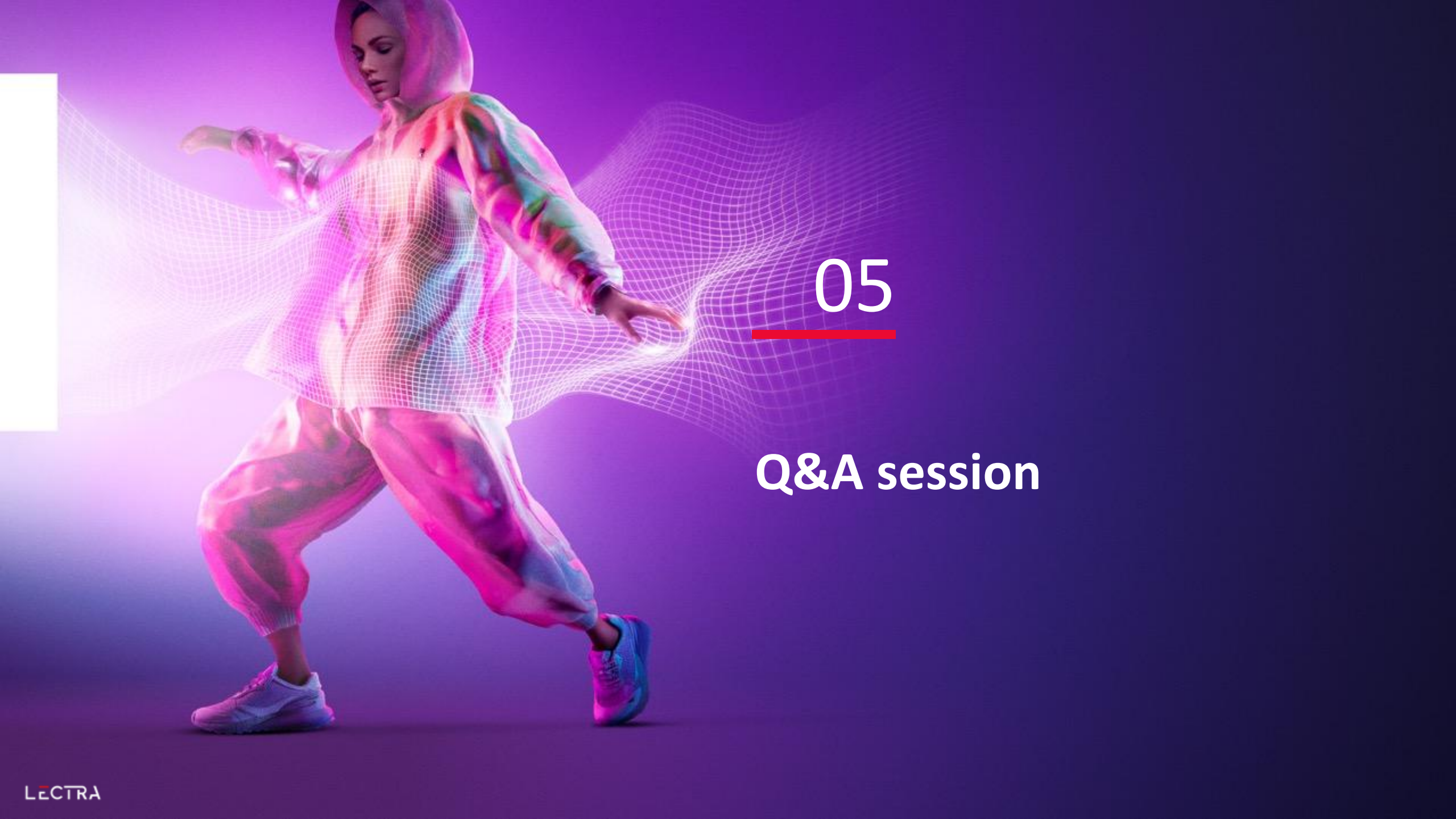
The conflict in Iran temporarily froze investments, leading to a postponement of equipment orders over several weeks

## ***Mitigation of the effects of tariffs***

One year after the 2025 first discussion on tariffs negotiations, customers are beginning to resume investments

## ***Agentic Artificial Intelligence represents opportunities***

The rise of artificial intelligence is driving innovation and growth in SaaS, enabling Lectra to maintain its objectives and to pursue its strategy



05

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Q&A session



06

## Reading of the Statutory Auditors' Reports

*Flora Camp, Statutory Auditor, representing PwC  
Aurélie Lalanne Statutory Auditor, representing KPMG  
Jean-Christophe Pernet, Statutory Auditor, representing Ernst & Young*

# Report on the parent company's financial statements

Pages 260 to 262 of 2025 Annual financial report – 1st resolution of the Shareholders' Meeting

- **Objective**

Obtain reasonable assurance on the absence of material misstatement in the annual financial statements of the parent company

- **Opinion on the parent company's financial statements**

Certification without qualification and with observation n emphasis of matter referring to the section 'Change in regulations' of the 'Accounting rules and methods' note in the notes to the financial statements which describes the impacts related to the change in accounting methods arising from the first-time application of ANC Regulation No. 2022-06.

- **Justification of assessments – key audit matters**

Recognition of revenues from exported equipment and pilot software

- **Specific checks**

No comment on the information provided in the Management Discussion and the Report on Corporate Governance

# Report on the consolidated financial statements

Pages 232 to 235 of the 2025 Annual Financial Report – 2nd resolution of the Shareholders' Meeting

## ▪ Objective

Obtain reasonable assurance on the absence of material misstatements in the consolidated financial statements

## ▪ Opinion on the consolidated financial statements

Certification without qualification and without observation

## ▪ Justification of assessments – Key audit matters

- Recognition of revenues from exported equipment
- Measurement of goodwill
- Evaluation of commitments to purchase minority interests

## ▪ Specific checks

No comment on the information provided in the Management Discussion and the Report on Corporate Governance

Compliance with the ESEF presentation requirements for the consolidated financial statements included in the Annual Financial Report.

# Special Report on Related Party Agreements

Page 263 of the 2025 Annual Financial Report

- **Agreements and commitments authorized during the past financial year and submitted for approval of the Shareholders' Meeting :**

None

- **Agreements and commitments already approved by the Shareholders' Meeting in previous financial years, the implementation of which has continued in the previous financial year:**

None

# Report on the certification of the sustainability information

Pages 139 to 141 of the 2025 Annual Financial Report

Information verified by PricewaterhouseCoopers Audit in our capacity as Statutory Auditor to express limited assurance on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852

Objectives	Emphasis of matter	Elements that received particular attention	Conclusion
Compliance of the double materiality process with the ESRS	No emphasis of matter	<ul style="list-style-type: none"> <li>Process for updating the double materiality analysis</li> </ul>	
Compliance of the sustainability information with the ESRS	Emphasis of matter on scope 3 methodology assessment of carbon footprint	<ul style="list-style-type: none"> <li>Transition plan and carbon footprint</li> <li>Employee characteristics, diversity, training, health and safety, and compensation</li> </ul>	No errors, omissions or inconsistencies identified
Compliance with the reporting requirements of taxonomy	No emphasis of matter	No element that received particular attention	



07

## Presentation of resolutions and voting

*Daniel Harari, Chairman and Chief Executive Officer*

*Céline Abecassis-Moedas, Independent Director,  
Chairwoman of the Compensation Committee*

*Anne Borfiga, General Secretary*

## Agenda (1/3)

### Within the remit of the Ordinary Shareholders' Meeting:

**Resolution No.1:** Approval of the parent company financial statements for the fiscal year ended December 31, 2025

**Resolution No.2:** Approval of the consolidated financial statements for the fiscal year ended December 31, 2025

**Resolution No.3:** Discharge of Directors

**Resolution No.4:** Appropriation of earnings for the fiscal year ended December 31, 2025 and setting of the dividend

**Resolution No.5:** Approval of the information relating to the compensation of the company officers in respect of the fiscal year ended December 31, 2025

**Resolution No.6:** 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

**Resolution No.7:** Renewal of the term of office as Director of H el ene Viot-Poirier

**Resolution No.8:** Appointment of Christophe G egout as Director

**Resolution No.9:** Appointment of Fiorangelo Salvatorelli as Director

## Agenda (2/3)

### Within the remit of the Ordinary Shareholders' Meeting:

**Resolution No.10:** Setting of the overall annual amount of Directors' compensation

**Resolution No.11:** Approval of the policy governing the compensation of Daniel Harari, Chairman and Chief Executive Officer, in respect of fiscal year 2026

**Resolution No.12:** Approval of the policy governing the compensation of the Directors in respect of fiscal year 2026

**Resolution No.13:** Appointment of Grant Thornton as Statutory Auditor responsible for certifying accounting and financial information

**Resolution No.14:** Appointment of Ernst & Young et Autres as Statutory Auditor responsible for certifying sustainability information

**Resolution No.15:** Authorization to be granted to the Board of Directors to trade in Company shares

## Agenda (3/3)

### Within the remit of the Extraordinary Shareholders' Meeting:

**Resolution No.16:** Authorization to be granted to the Board of Directors to grant stock option or stock purchase

**Resolution No.17:** 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 No.18:** Authorization to be granted to the Board of Directors to reduce the share capital by canceling shares

**Resolution No.19:** Ratification of the amendment to Article 20 of the by-laws, "Representation and admission to Shareholders' Meetings"

**Resolution No.20:** Powers to carry out legal formalities

## Resolution No.1

### Approval of the parent company financial statements for the fiscal year ended December 31, 2025

Profit of the fiscal year	<b>€19,727,446</b>
Costs excluded from charges deductible from corporate income tax	<b>€132,623</b>

The parent company financial statements appear on pages 236 to 259 of the 2025 Annual Financial Report.

## Resolution No.2

### Approval of the consolidated financial statements for the fiscal year ended December 31, 2025

Net income, Group share

**€25,964,276**

The consolidated financial statements appear on pages 188 to 231 of the 2025 Annual Financial Report.

## Resolution No.3

### Discharge of Directors

Discharge to the Directors for the performance of their duties in the fiscal year ended December 31, 2025

## Resolution No. 4

### Appropriation of earnings for the fiscal year ended December 31, 2025 and setting of the dividend

Net income for the fiscal year	<b>€19,727,446</b>
Retained earnings before appropriation	<b>€140,776,301</b>
Appropriation to the legal reserve	<b>€9,699</b>
Distributable profit	<b>€160,494,048</b>
Distribution of a dividend <b>€0.35</b> per share*	<b>€13,308,716</b>
Appropriation of the balance of the profit for the fiscal year to retained earning*	<b>€6,409,031</b>
Retained earnings after appropriation	<b>€147,185,333</b>

\*Calculated on the basis of 38,024,902 shares eligible for dividends, on the basis of the 38,063,263 shares making up the capital stock at December 31, 2025, less the 38,361 shares held in treasury at that date (as treasury shares are not eligible for dividends). The actual amounts of the total dividend payout and the appropriation to retained earnings will depend on the number shares held in treasury by the Company on the dividend payout date.

## Resolution No.5

### Approval of the information relating to the compensation of the company officers in respect of the fiscal year ended December 31, 2025

(Say on Pay ex post)

- Approval of the information presented in sections 2.2 and 2.3 of the Report on Corporate Governance regarding the remuneration of the Chairman and Chief Executive Officer and the Directors for the financial year 2024.
- This information relates to the compensation paid or allocated to each of the Company Officers, the comparison between the compensation of the Company Officer (*dirigeant mandataire social*) and that of Lectra's employees (the equity ratio), and changes in the compensation of the Company Officer and that of employees in relation to the Group's performance.

Sections 2.2. and 2.3. of the Report on Corporate Governance can be found on pages 177 to 183 of the 2025 Annual Financial Report.

## Resolution No.6

### 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

*(Say on Pay ex post)*

→ Table summarizing the compensation of the Chairman and Chief Executive Officer

Daniel Harari, Chairman and Chief Executive Officer  (in euros)	2025		2024	
	Amounts earned in respect of the fiscal year	Amounts paid in the year	Amounts earned in respect of the fiscal year	Amounts paid in the year
Fixed compensation	420,000	420,000	420,000	420,000
Variable compensation <sup>(1)</sup>	49,939	81,186	81,167	119,448
Extraordinary compensation	N/A	N/A	N/A	N/A
Compensation in his capacity as Director	52,000	52,000	52,000	53,000
Benefits in kind <sup>(2)</sup>	8,010	8,010	8,876	8,876
<b>Total</b>	<b>529,949</b>	<b>561,196</b>	<b>562,043</b>	<b>601,324</b>

Daniel Harari's compensation for 2025 is detailed on pages 177 to 181 of the 2025 Annual Financial Report.

# Resolution No.7

## Renewal of the term of office as Director of H el ene Viot-Poirier



**Age:** 53 years old

**Nationality:** French

**Date of first appointment:** April 29, 2022

**Term start date:** April 29, 2022

**Expiry date of the term of office:** At the end of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2025

**Number of Lectra shares held:** 761

### Directorships expired in the five last years

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

### H el ene Viot-Poirier

Independent Director

Chairwoman of the Sustainability Committee

Member of the Strategy Committee, Audit Committee and Nomination Committee

### Biography – professional experience and Expertise

A graduate of HEC, H el ene Viot-Poirier began her career in the Internet in 1997 with start-ups (Club Internet then Kertel), before joining Orange in 2001. She developed the ADSL market in France, then mobile multimedia services, and in 2010 took over the management of Orange France's digital activities as Vice President of Portal and Digital Services (turnover > €300 million), supervising a team of about 1,000 people.

In 2016, she joined Vivarte ( 2 billion in turnover, 12 brands) as Chief Digital and Marketing Officer and member of the Executive Committee. In 2017, she became Chairwoman and CEO of Chevignon, turned the company around, launched a first eco-responsible collection and led the process that led to its sale.

Since 2020, she has been working as an independent Senior Advisor on internal and external growth projects in the fashion, digital and consumer sectors. She was Board Advisor of ConsoFlash (Mediaperformances) from 2018 to 2024 and has been an independent director of Selinko since 2021.

### Current positions and directorships

- Independent Director of Selinko (Belgium) since 2021

# Resolution No.8

## Appointment of Christophe Gégout as Director



**Age:** 49 years old

**Nationality :** French

**Number of Lectra shares held:** 0

### **Directorships expired in the five last years**

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

### **Christophe Gégout**

Founding Partner and Chief executive Officer of Yotta Capital Partners

#### **Biography – Experience and expertise**

Christophe Gégout is a co-founder of Yotta Capital Partners. He previously served as Investment Director at Meridiam, a leading global player in sustainable infrastructure investment, where he was responsible for investments in small and medium-sized enterprises and notably led projects in electric vehicle charging infrastructure. From 2009 to 2018, he held senior management positions at the French Alternative Energies and Atomic Energy Commission (CEA), successively as Chief Financial Officer and then Deputy Chief Executive Officer. In these roles, he developed innovation partnerships with major industrial groups and European SMEs and launched an asset management activity dedicated to breakthrough innovations. He also held several positions at the French Ministry of the Economy and Finance, including serving as an adviser to Minister Christine Lagarde. Christophe Gégout is a graduate of École polytechnique, Sciences Po Paris and ENSAE

#### **Current positions and directorships**

- Independant Director and Chairman of the Audit Committee of SOITEC (SBF 120)
- Board positions at Metrology Holding and its group companies

## Resolution No.9

### Appointment of Fiorangelo Salvatorelli as Director



**Age:** 66 years old

**Nationality:** Italian, British, Venezuelan

**Number of Lectra shares held:** 0

**Directorships expired  
in the past five years:**

- Director of InfinityQ Technology (Montreal)

#### Fiorangelo Salvatorelli

Managing Director of Alantra EQMC Fund

**Biography – Professional experience and Expertise**

For more than two decades, Fiorangelo Salvatorelli has been a technology investor, with a varied background spanning advisory at McKinsey & Co, long-term investing at Newton, Fidelity and CCLA, hedge fund management at Lansdowne and Kite Lake, and private equity at Fusion and Hermès.

He is based on a track record of several economic cycles and a consistent track record of solid performance.

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

Graduated with a Master of Arts and a PhD in Engineering Science from the University of Oxford.

#### Current positions and directorships

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

## Resolution No.10

### Setting of the overall annual amount of Directors' compensation

- Overall annual amount for financial years 2022 to 2025: €480,000
- Proposed overall annual amount for financial years 2026 and subsequent years (until a new decision of the Shareholders' Meeting), in order to take into account the increase in the number of Directors and in the number of meetings of certain Specialized Committees: **€570,000**

## Resolution No.11 (1/2)

### Approval of the policy governing the compensation of Daniel Harari, Chairman and Chief Executive Officer, in respect of fiscal year 2026

*(Say on Pay ex ante)*

▪ <b>General principles</b>	<b>Unchanged since July 2017</b>
▪ <b>Compensation structure</b>	<b>Unchanged since July 2017</b>
▪ <b>Total compensation based on achievement of annual objectives:</b>	<b>€840,000</b> (unchanged since 2023)
• <b>Fixed compensation</b>	<b>€420,000</b> (unchanged since 2023)
• <b>Variable compensation with annual objectives achieved</b>	<b>€420,000</b> (unchanged since 2023)

▪ **Derogation**

revision of performance criteria and annual targets (weighting, triggering thresholds, calculation basis) in the event of exceptional circumstances resulting from a significant change in the Group's scope of consolidation, major change in strategy, or a major event affecting markets

La rémunération de Daniel Harari au titre de 2025 est détaillée en pages 174 à 176 du Rapport financier annuel 2025.

## Resolution No.11 (2/2)

### Approval of the policy governing the compensation of Daniel Harari, Chairman and Chief Executive Officer, in respect of fiscal year 2026

*(Say on Pay ex ante)*

Performance criteria	Weighting
• <b>SaaS ARR</b>	40%
• <b>EBITDA before non-recurring items</b>	40%
• <b>Sustainability criterion</b> assessed using 3 indicators:	20%
• Progress in non-financial ratings (40%)	
• Progress in the team engagement rate (40%)	
• Progress of the climate transition plan (20%)	

La rémunération de Daniel Harari au titre de 2025 est détaillée en pages 174 à 176 du Rapport financier annuel 2025.

## Resolution No.12 (1/2)

### Approval of the policy governing the compensation of the Directors in respect of fiscal year 2026

*(Say on Pay ex ante)*

<b>Global annual compensation package</b>		<b>€570,000</b>
<b>Cap on individual annual compensation</b>		<b>€75,000</b>
	<b>Fixed component</b>	<b>Variable component (per meeting)</b>
<b>Board of Directors</b>		
▪ Chairman	€30,000	€2,000
▪ Lead Director	€24,000	€2,000
▪ Member	€16,000	€2,000

La politique de rémunération des Administrateurs au titre de 2025 est détaillée en pages 176 à 177 du Rapport financier annuel 2025.

## Resolution No.12 (2/2)

# Approval of the policy governing the compensation of the Directors in respect of fiscal year 2026

(Say on Pay ex ante)

	Fixed component	Variable component (per meeting)
<b>Specialized Committees</b>		
<b>Audit Committee</b>		
▪ Chairman	€12,000	€2,000
▪ Member	N/A	€2,000
<b>Strategic Committee</b>		
▪ Chairman	€12,000	€2,000
▪ Member	N/A	€2,000
<b>Sustainability Committee</b>		
▪ Chairman	€9,000	€1,500
▪ Member	N/A	€1,500
<b>Compensation Committee</b>		
▪ Chairman	€3,000	€1,500
▪ Member	N/A	€1,500
<b>Nominations Committee</b>		
▪ Chairman	€3,000	€1,500
▪ Member	N/A	€1,500
<b>Ad hoc Committee</b>		
▪ Chairman	€6,000	€1,500
▪ Member	N/A	€1,500

La politique de rémunération des Administrateurs au titre de 2025 est détaillée en pages 176 à 177 du Rapport financier annuel 2025.

## Resolution No.13

### Appointment of Grant Thornton as Statutory Auditor responsible for certifying accounting and financial information

- In accordance with Article 16 of Regulation (EU) No. 537/2014 of 16 April 2014 and Article L.821-40, II of the French Commercial Code, the selection process for the new statutory auditors was overseen by the Audit Committee, with the support of the Finance Department.
- As part of the tender process, the evaluation of each proposal was based on the following key criteria:
  - international support to accompany the Group and its subsidiaries
  - expertise in the software sector (notably with respect to SaaS offerings)
  - responsiveness in relation to future external growth projects
  - an optimized audit fees budget

## Resolution No.14

### Appointment of Ernst & Young et Autres as Statutory Auditor responsible for certifying sustainability information

#### Statutory Auditors – Summary of terms

Statutory Auditors	Certification of financial statements		Certification of sustainability information	
	Start of current term	End of current term	Start of current term	End of current term
<b>Outgoing</b>				
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
<b>Incoming</b>				
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

## Resolution No.15

### Authorization to be granted to the Board of Directors to trade in Company shares

Threshold	<b>10 % of the capital</b>
Maximum purchase price per share	<b>€40</b>
Overall maximum amount	<b>€50,000,000</b>
Duration	<b>18 months</b>
Purposes	<b>All purposes permitted under the applicable regulations, in particular:</b> <ul style="list-style-type: none"><li>• improving the liquidity of the Lectra share, under a liquidity contract<ul style="list-style-type: none"><li>• cancellation of shares within the legal limits</li></ul></li><li>• delivery of shares upon the exercise of share purchase options<ul style="list-style-type: none"><li>• transfer of shares as consideration or in exchange in connection with external growth (M&amp;A) transactions</li></ul></li></ul>

## Resolution No.16

### Authorization to be granted to the Board of Directors to grant stock option or stock purchase

Maximum number of shares	<b>2,100,000</b>
Authorized amount of the capital increase	<b>€2,100,000</b> (at par value)
Cap over the term of the authorization	<b>6% of the capital</b>
Overall cap on outstanding options	<b>10% of the capital</b>
Term of the authorization	<b>38 months</b>
Beneficiaries	certain employees of Lectra, as well as employees and corporate officers of the companies within the Lectra Group
Service (continued employment) condition	<b>yes</b> , for all beneficiaries
Performance condition	<b>yes</b> , for members of the Executive Committee and the Group's senior executives
Vesting period / Lock-up period for the exercise right	<b>yes</b> , at least 3 years
Exercise price	determined on the grant date, in accordance with applicable legal provisions, with no discount permitted

## Resolution No.17

**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*)**

(en application de l'article L.225-129-6 alinéa 2 du Code de commerce)

Cap on the capital increase

**€100,000**  
(at par value)

Beneficiaries

**employees participating in  
the employee share purchase plan (PEE)**

Subscription price

**determined by the Board of Directors**  
(within the limits set out in Article L.3332-19 of the French Labor Code)

Duration of the delegation

**26 months**

**Your Board of Directors recommends voting AGAINST this resolution.**

## Resolution No.18

### Authorization to be granted to the Board of Directors to reduce the share capital by canceling shares

Cap on the reduction

**10% of the capital**

Duration of the authorization

**24 months**

## Resolution No.19

### **Ratification of the amendment to Article 20 of the by-laws, “Representation and admission to Shareholders’ Meetings”**

This amendment, decided by the Board of Directors at its meeting of **26 February 2026**, is intended to **bring the Bylaws into compliance with the applicable legal provisions relating to the record date.**

## Resolution No.20

### **Powers to carry out legal formalities**

Granting of the necessary powers to carry out the formalities resulting from the holding of this Combined Shareholders' Meeting.

# Upcoming financial agenda

## Quarterly Results

**Q2** July 30, 2026

**Q3** October 28, 2026

**Q4** February 10, 2027

## Shareholders' Meeting

April 29, 2027

## Analysts' Meeting

February 11, 2027

# Closing of the Meeting

Combined Shareholders' Meeting, April 29, 2026

**LECTRA**

We pioneer. You lead.