

The logo for LECTRA, featuring the word in a white, sans-serif font with a red horizontal bar above the letter 'E'.

LECTRA

An abstract background graphic consisting of a complex network of glowing nodes and lines, forming a large, swirling, circular shape. The nodes are primarily yellow and orange, with some blue and purple accents. The lines are thin and connect the nodes, creating a mesh-like structure. The overall effect is a dynamic, digital-looking pattern against a dark blue background.

2025 Combined Shareholders' Meeting

April 25, 2025, 9:30 am

Lectra Headquarters, 16/18 rue Chalgrin, 75016 Paris



Agenda and introduction of speakers

- Opening formalities
- Key Highlights and Results 2024
- Presentation of the climate strategy
- Q&A
- Reading of the Statutory Auditors' Reports
- Presentation and Voting of Resolutions
- Closing of the Meeting

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

The background features a complex, glowing network of interconnected nodes and lines, primarily in shades of blue and purple, set against a dark, gradient background. The network forms a large, irregular shape that resembles a stylized letter 'E' or a similar symbol, with a bright yellow and orange glow at its center. The overall aesthetic is futuristic and digital.

LECTRA

Opening Formalities

Anne Borfiga, *General Secretary*

Bureau of the Shareholders' Meeting

- Chairman
- Scrutineers
- Secretary

Reminder of the schedule of the Shareholders' Meeting

- **March 19**

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 28**

Filing with the AMF and publication of the 2024 Annual Financial Report on Lectra's website

- **April 3**

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

- **April 7**

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

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

The LECTRA logo is positioned in the top left corner. It features the word "LECTRA" in a white, uppercase, sans-serif font. A small red horizontal bar is placed above the letter "E".

LECTRA

The background of the slide is a dark blue gradient with a complex, abstract graphic. This graphic consists of a network of glowing points and lines, forming a large, swirling, spiral-like shape that resembles a DNA helix or a data visualization. The colors of the points and lines range from bright yellow and orange in the center to deep blue and purple towards the edges.

Key highlights and 2024 Financial results

Daniel Harari, *Chairman and CEO*
Olivier du Chesnay, *Chief Financial Officer*

- **2024 Key highlights and evolution of Lectra's markets**
- FY 2024 results
- 2025 Outlook
- 2023-2025 strategic roadmap: second progress report

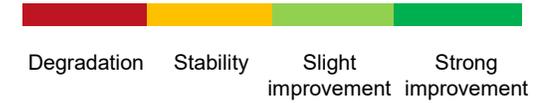
**2024 results in line with
the latest estimates**

**Successful integration of
Launchmetrics**

**Continuous improvement of
the Group's fundamentals**

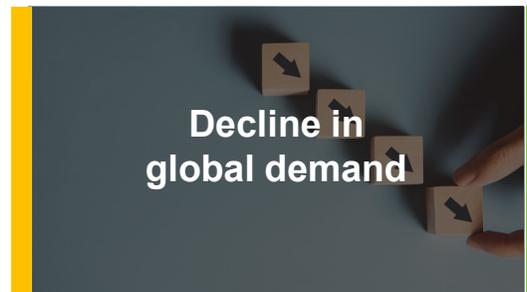
2024 Key highlights and evolution of Lectra's markets

An environment that remains uncertain

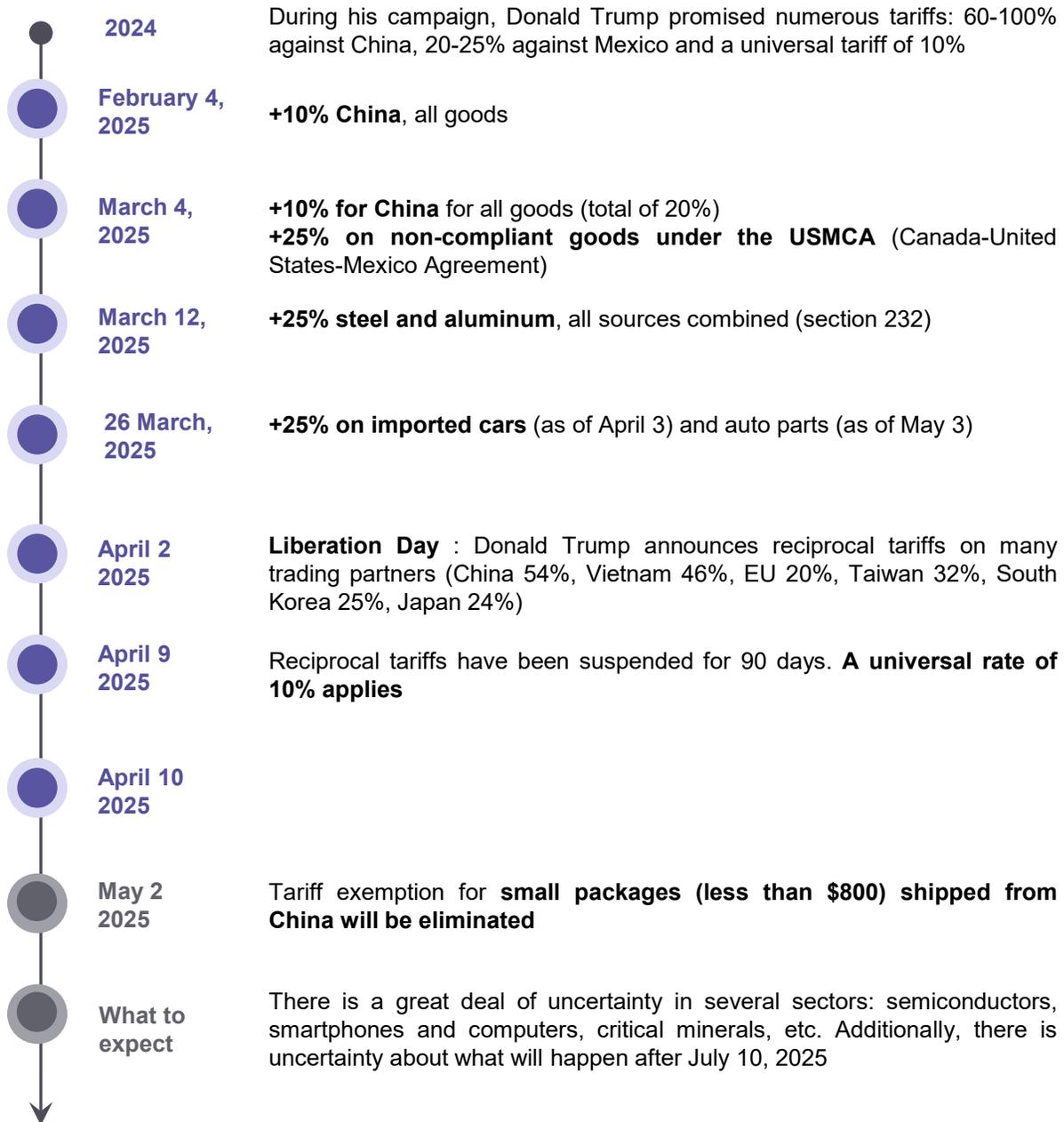


Situation at the end of September 2024

Situation today



Timeline of the Trump administration's tariffs



TARGET	ADDITIONAL AD VALOREM TARIFF RATES **
China	145%
Rest of the world	10%
Steel and aluminium, worldwide	25%
Cars, worldwide (since April 3) Auto Parts (effective May 3)	25%
Mexico and Canada	0% if imports comply with the USMCA
Semiconductors, smartphones, computers, critical minerals	Currently exempt from tariffs, their future is uncertain due to Donald Trump's suggestions to tax them.

As of April 18, 2025

- 2024 Key highlights and evolution of Lectra's markets
- **FY 2024 results**
- 2025 Outlook
- 2023-2025 strategic roadmap: second progress report

2024 Key highlights and evolution of Lectra's markets

Fashion: a challenging year, witnessing the first signs of a luxury market slowdown



Source: Euromonitor, January 2025

2024

Growth below expectations,
due to weak demand and a luxury market slowdown

Worldwide fashion sales (1)



Q4

- Positive fashion sales due to better-than expected end-of-year holiday season
- Brands increased orders in anticipation of higher taxes and geopolitical tensions in 2025

2025 outlook

Complex environment,
with challenges to overcome

- Consumer confidence remains a top concern
- Increased taxes due to global trade tensions
- Better sales dynamic in some countries, notably India, Japan, Middle East
- Some players are investing to transform themselves
- Need for accelerated compliance with eco-responsibility and traceability standards, especially for brands selling within the EU
- Technology accelerating operational changes and digitalization appetite in the fashion industry

2024 Key highlights and evolution of Lectra's markets

Automotive: a somber 2024 and the outlook for 2025 remains uncertain

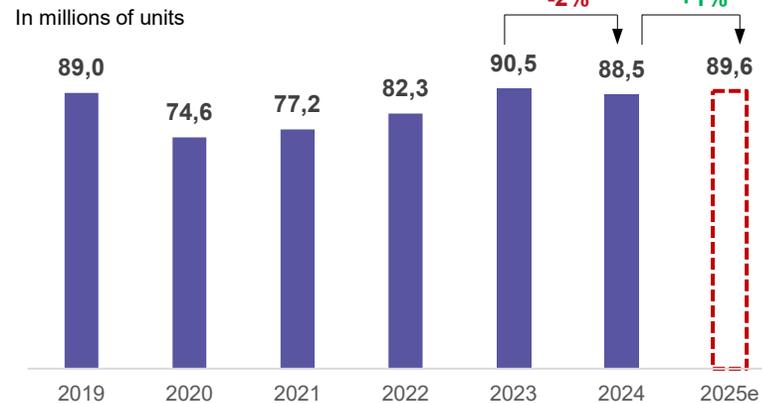


Source: S&P Global, December 2024

2024

Decline in production after 3 years of growth, to levels close to those of 2019

Worldwide production of light vehicles



Q4

- Worldwide production down 1% vs Q4 23: all major regions in decline, except China
- European manufacturers struggling due to declining consumption and Chinese competition

2025 outlook

Persistent challenges in an uncertain environment: production forecasts darken

- Slight growth expected (+1%), with geographical disparities
 - **China:** low growth expected (+1%)
 - **Europe:** 4% drop expected
 - **USA:** slight decrease expected (-2%)
- Potential tariffs in the US add fresh uncertainties (even if only 15% of vehicles sold in the US are imported from Mexico and 2% from China)
- Electric vehicles demand a key concern as some governments rethink policy support, especially incentives and tariffs

2024 Key highlights and evolution of Lectra's markets

Furniture: signs of improvement but a situation that remains deteriorated



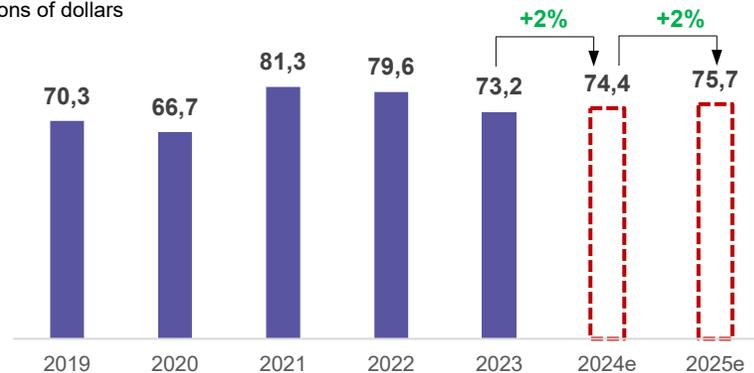
Source: CSIL, June 2024

2024

A slight rebound due to monetary easing in the USA and Asian exports

Worldwide consumption of upholstered furniture

In billions of dollars



Q4

- **China:** better momentum in furniture sales (+7.4% in October, +10.5% in November, +8.8% in December)
- **US:** furniture sales increased (+3.6% in October; +2.4% in November; +6% in December)
- **Europe:** some countries are facing difficulties (Q4 furniture sales in the UK are down 6%), while others show some resilience (Italy, Spain...).

2025 outlook

Difficulties remain, even though some countries exhibit promising prospects

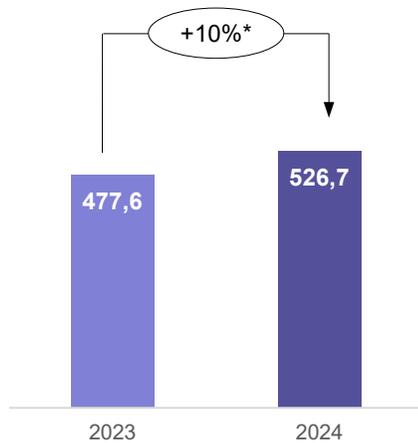
- China still faces a fragile real estate market and stagnant domestic demand.
- Trump's election and the expected protectionist measures generate numerous uncertainties: imports account for approximately 40% of American consumption of upholstered furniture
- Moreover, these uncertainties could once again disrupt the balance between importing countries, with China's share having dropped by more than half since 2018 to 32% in 2023, to the benefit of Vietnam (33% in 2023 compared to 11% in 2018) and Mexico (12% in 2023 compared to 6% in 2018)
- European domestic demand struggles to rebound despite improving monetary conditions.
- India and Southeast Asian countries are expected to become increasingly dynamic.

2024 Key highlights and evolution of Lectra's markets

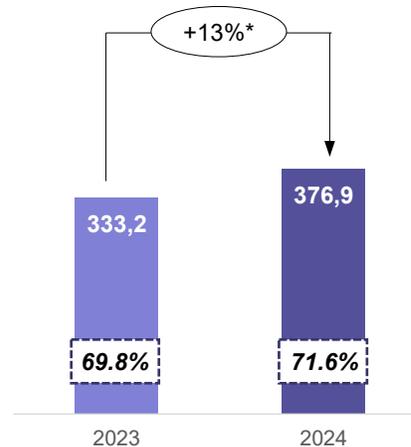
Increase in results, mainly due to the improvement of financial fundamentals and the integration of Launchmetrics

In millions of euros

Revenues

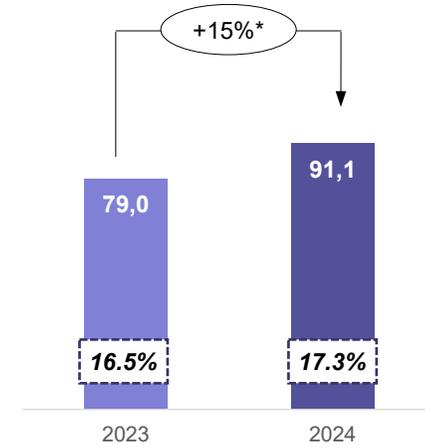


Gross margin



EBITDA

before non-recurring items



 = In % of revenues

*at actual rates

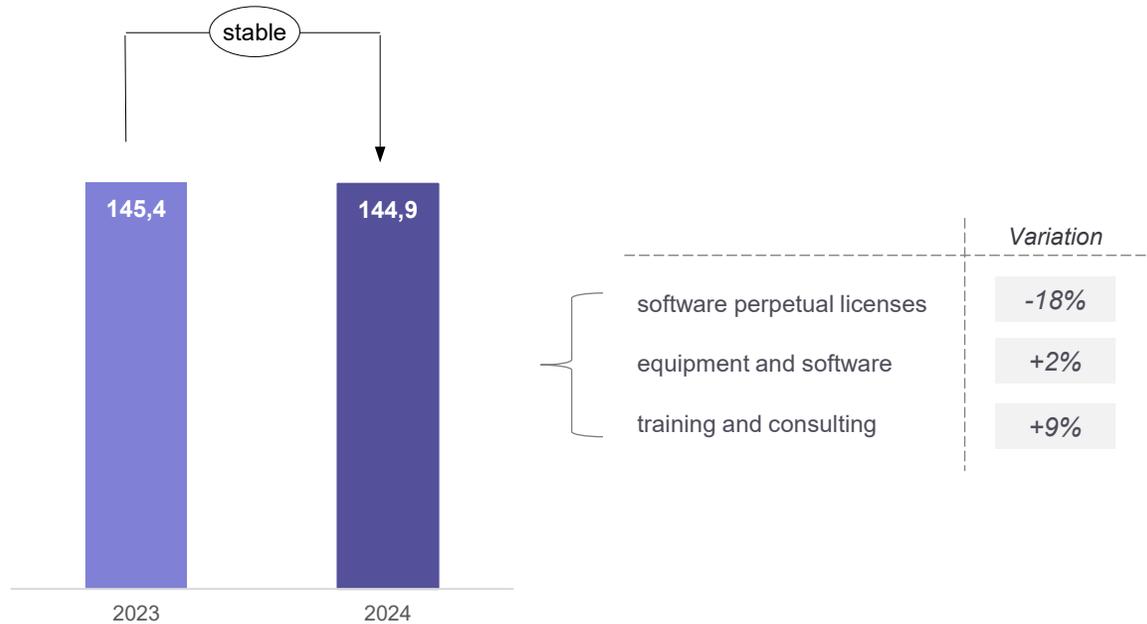
FY 2024 results – Lectra 2023 scope

Stability of orders in a degraded economic and geopolitical environment

Growth in new SaaS subscriptions

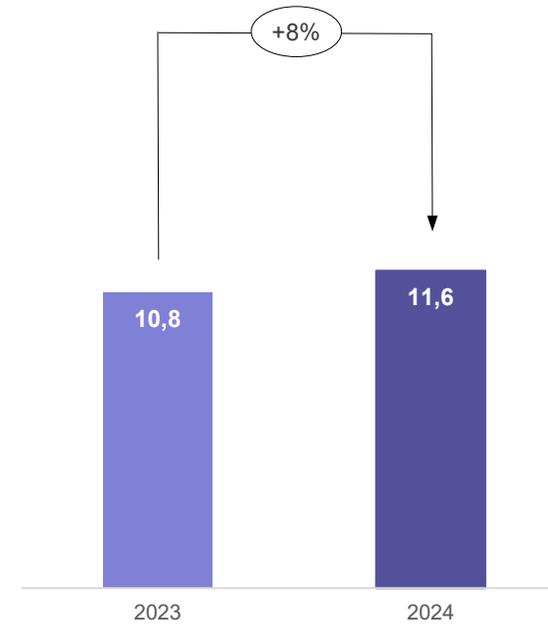
New systems orders

In millions of euros



New SaaS subscriptions orders

In millions of euros, annual value of new contracts

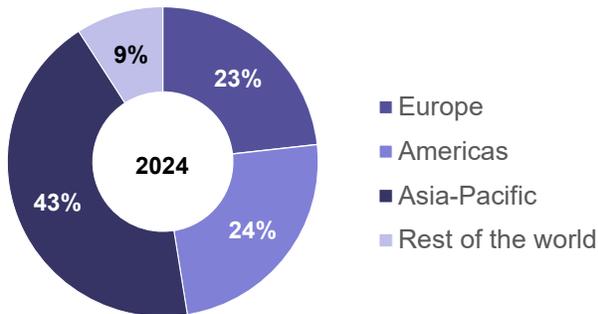
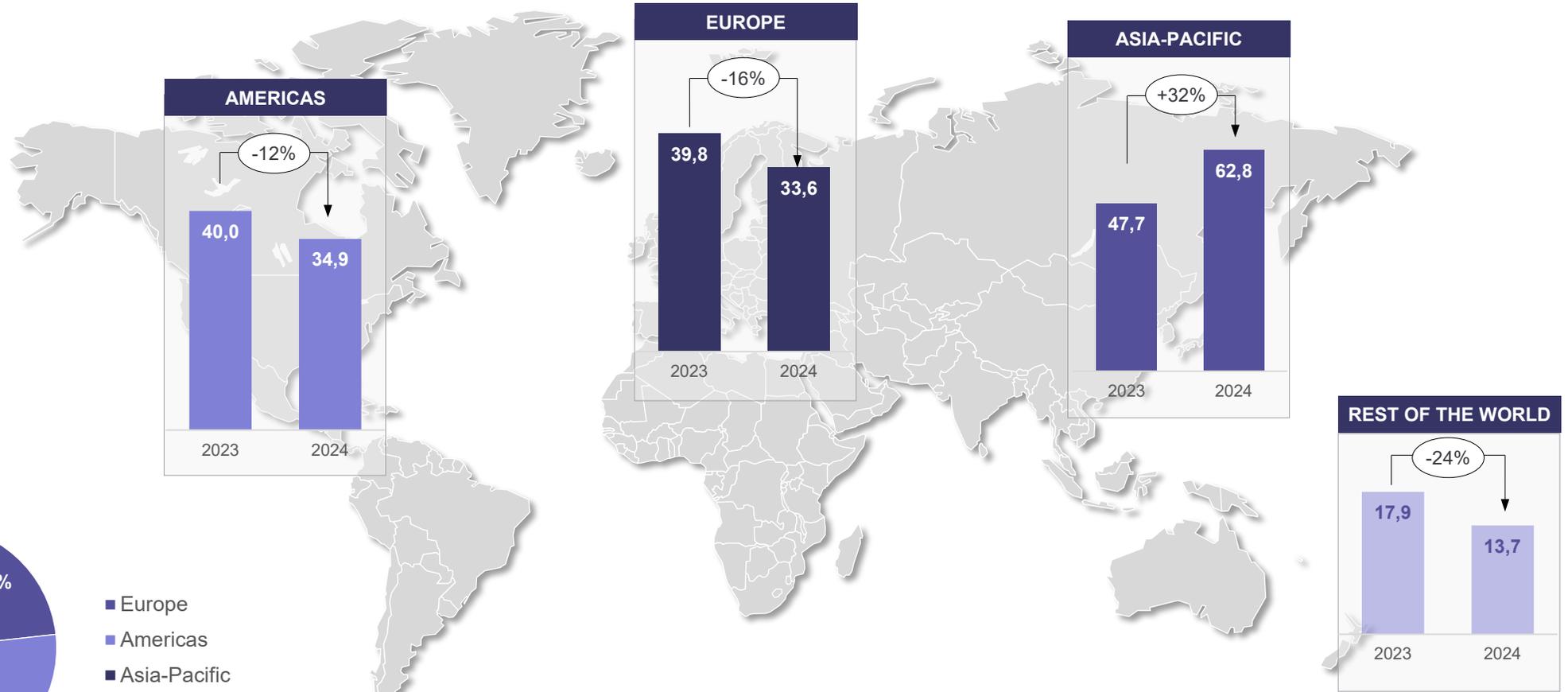


FY 2024 results – Lectra 2023 scope

Decrease in orders for new systems in the Americas and Europe

Strong growth in Asia-Pacific

In millions of euros

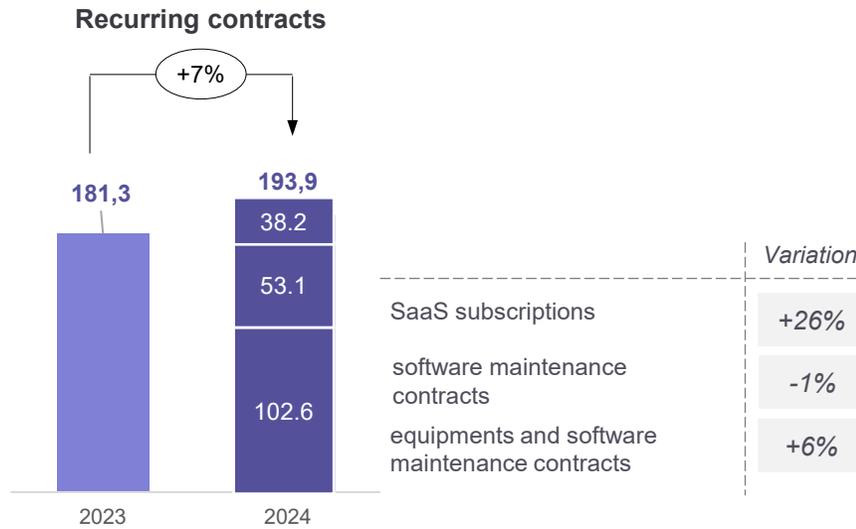


FY 2024 results – Lectra 2023 scope

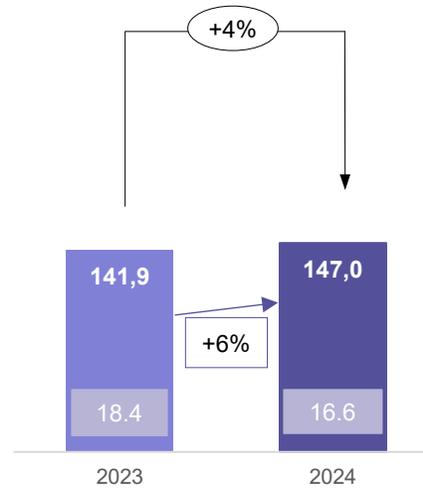
Increase in recurring revenues

Recurring revenues

In millions of euros

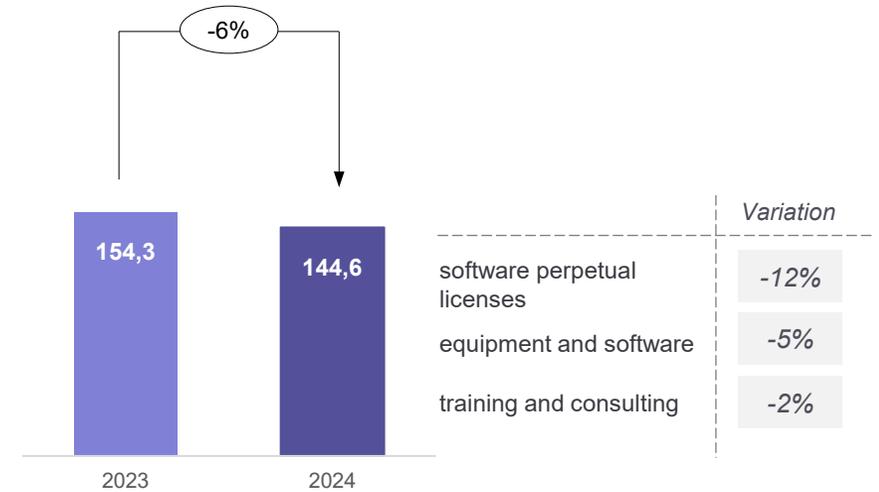


Consumables and parts



New systems revenues

In millions of euros

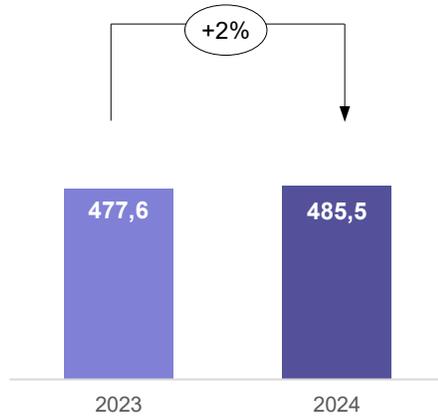


= Continued activities
 = Abandoned activities (Sign&Graphics, Packaging)

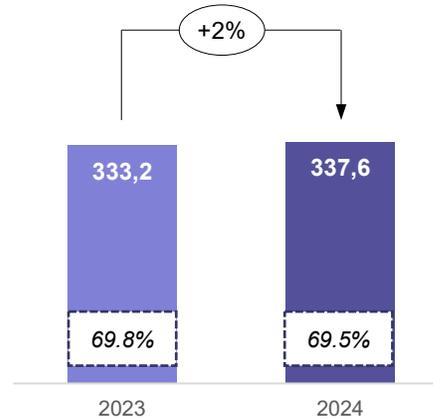
FY 2024 results – Lectra 2023 scope

Control of costs and increase in EBITDA before non-recurring items

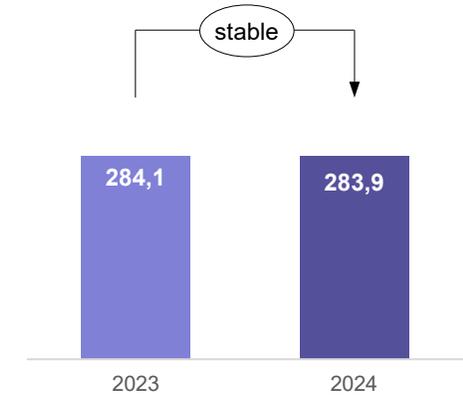
Total revenues



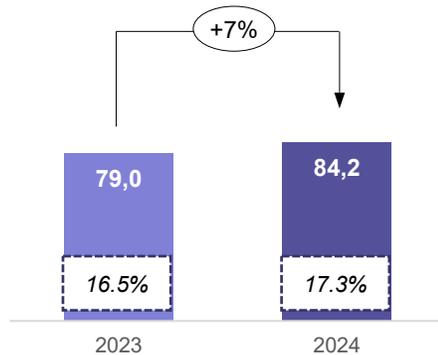
Gross margin



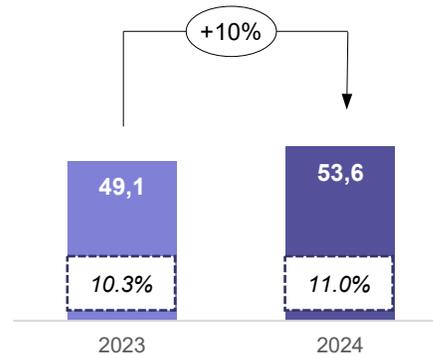
Overhead costs*
(fixed and variable)



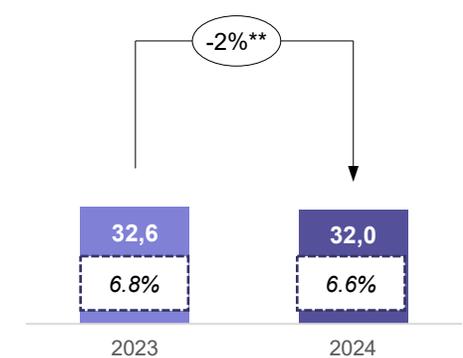
EBITDA
before non-recurring items



Income from operations
before non-recurring items



Net income



= In % of revenues

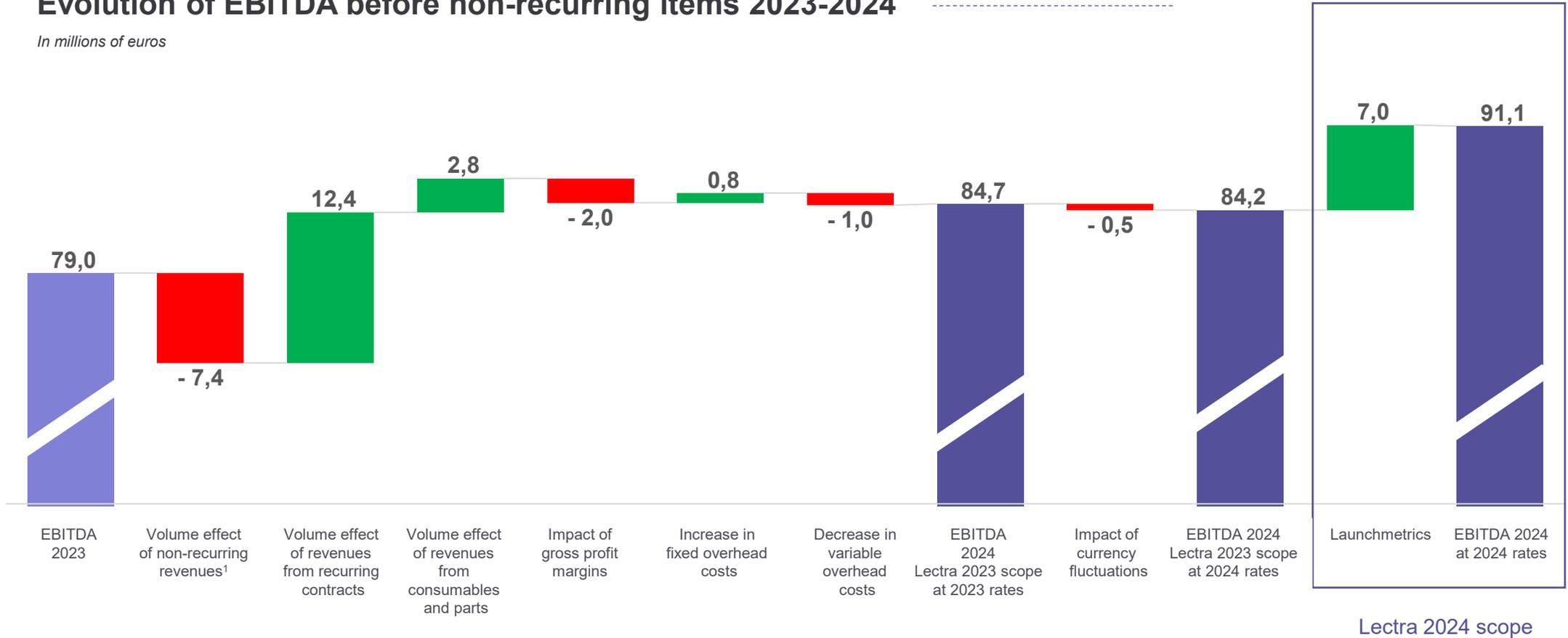
* 96% of fixed costs are covered by the margin of recurring activity in 2024 (90% in 2023)
** at actual rates

Financial results FY 2024

The growth in recurring contracts and the control of expenses allow for an increase in EBITDA before non-recurring items

Evolution of EBITDA before non-recurring items 2023-2024

In millions of euros



¹Revenues from perpetual software licenses, equipment and their software, and non-recurring services.

Contribution of Launchmetrics

Increase in revenues more modest than expected

EBITDA above target

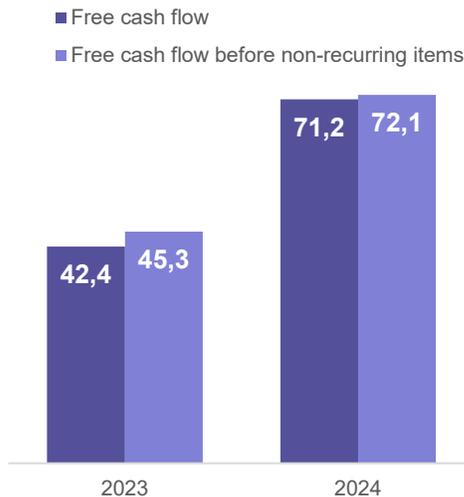
2024 Objectives	
	Launchmetrics From January 23 to December 31
Revenues	€42m to €46m
EBITDA margin	15+%

Q4 and FY 2024 results		
	Q4 2024	Launchmetrics From January 23 to December 31
Revenues	€11.0m	€41.2m
Non-recurring	€0.4m	€2.0m
Recurring	€10.6m	€39.2m
EBITDA before non-recurring items	€1.7m	€7.0m
EBITDA margin	15.2%	16.9%

Balance sheet and free cash flow – Lectra 2024 scope

Free cash flow significantly increased compared to 2023

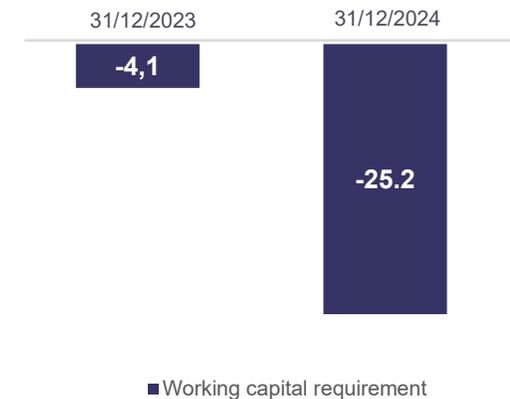
In millions of euros



The free cash flow before non-recurring items stands at €72.1m, a significant increase compared to 2023 (€45.3m).

The free cash flow was particularly high in Q1 2024, as the high stock level on December 31, 2023, did not require replenishment at the beginning of 2024.

The working capital requirement as of December 31, 2024, is negative €25.2m due in particular to a decrease in inventory and control of accounts receivable. The working capital requirement was negative €4.1m as of December 31, 2023.

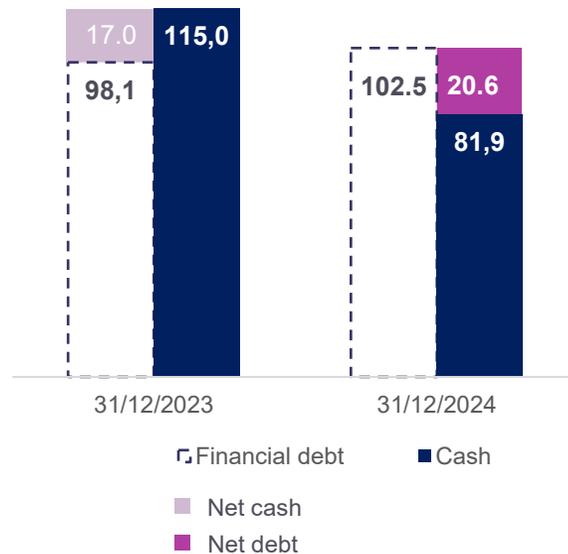


Balance sheet and free cash flow – Lectra 2024 scope

A balance sheet that includes Launchmetrics – with net debt limited to €20.6m.

Debt

In millions of euros

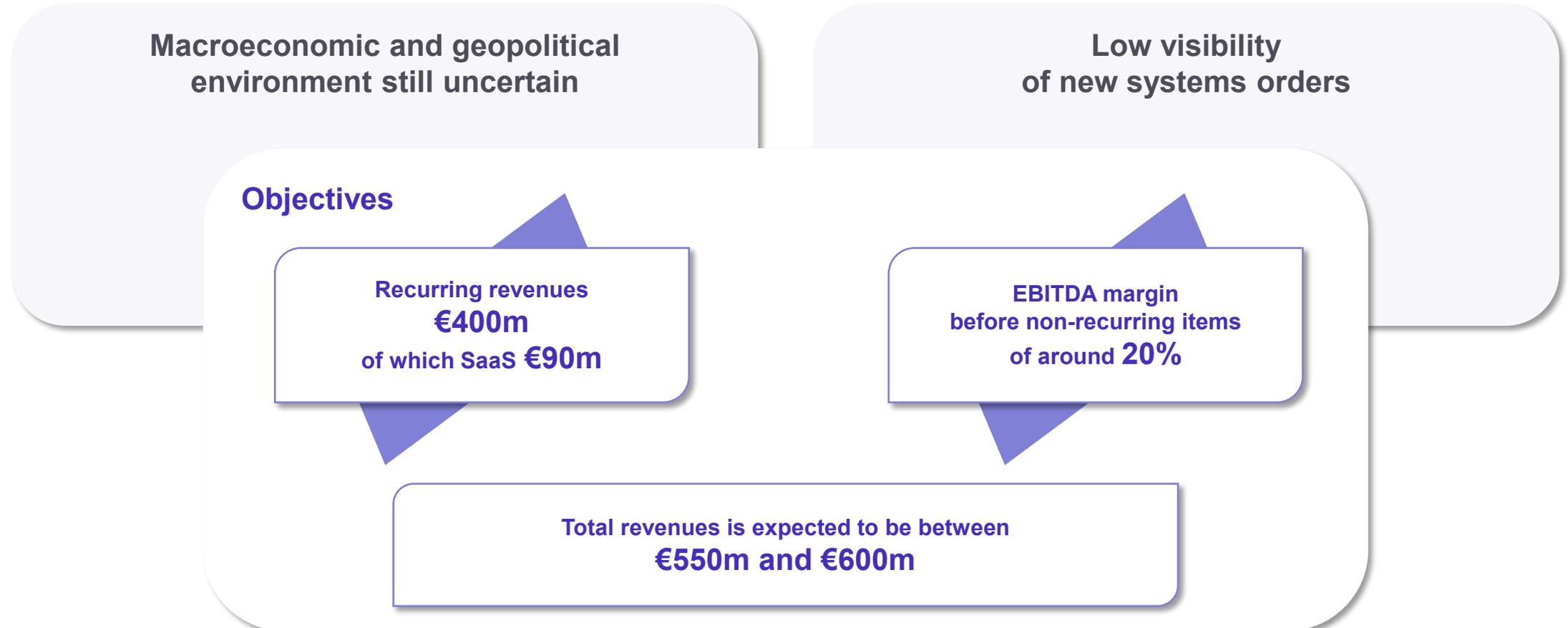


In the year 2024:

- Payment of \$83.2m (€77.0m) for the first tranche of Launchmetrics' capital;
- Generation of €72.1m in current free cash flow;
- Repayment of Gerber's residual debt and establishment of new financing of €100.0m by June 30, 2024.

- 2024 Key highlights and evolution of Lectra's markets
- FY 2024 results
- **2025 Outlook**
- 2023-2025 strategic roadmap: second progress report

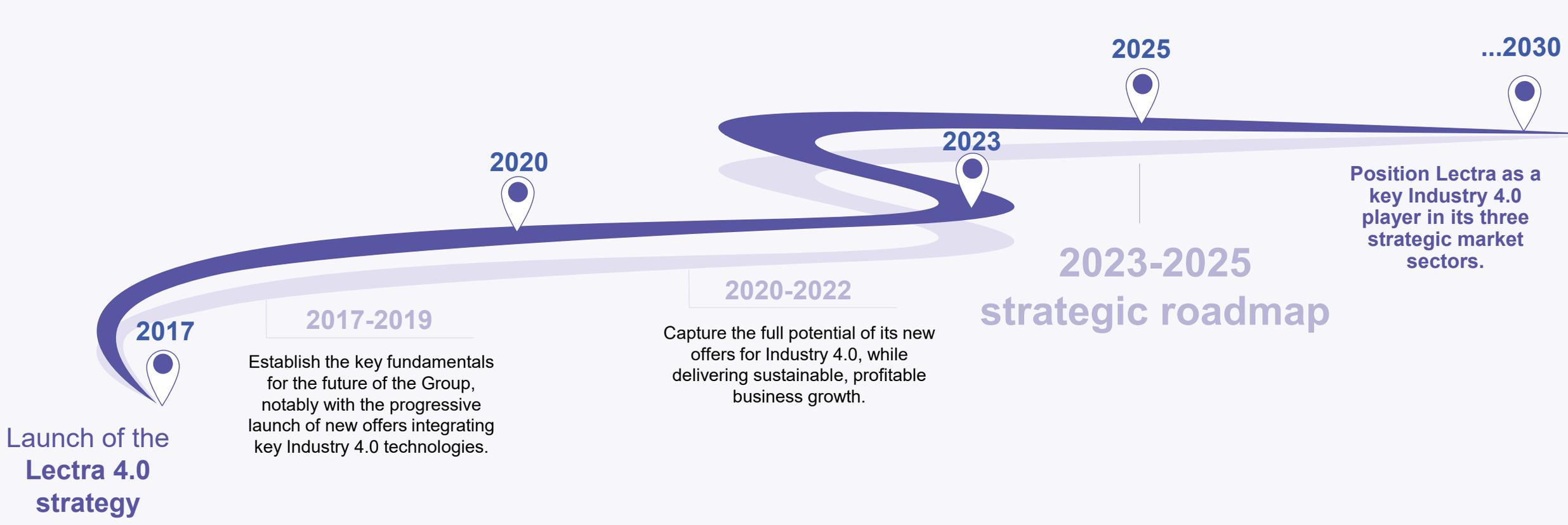
Financial objectives



- 2024 Key highlights and evolution of Lectra's markets
- FY 2024 results
- 2025 Outlook
- **2023-2025 strategic roadmap: second progress report**

2023-2025 strategic roadmap: second progress report

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



2023-2025 strategic roadmap: second progress report

Strengthen Lectra's position 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



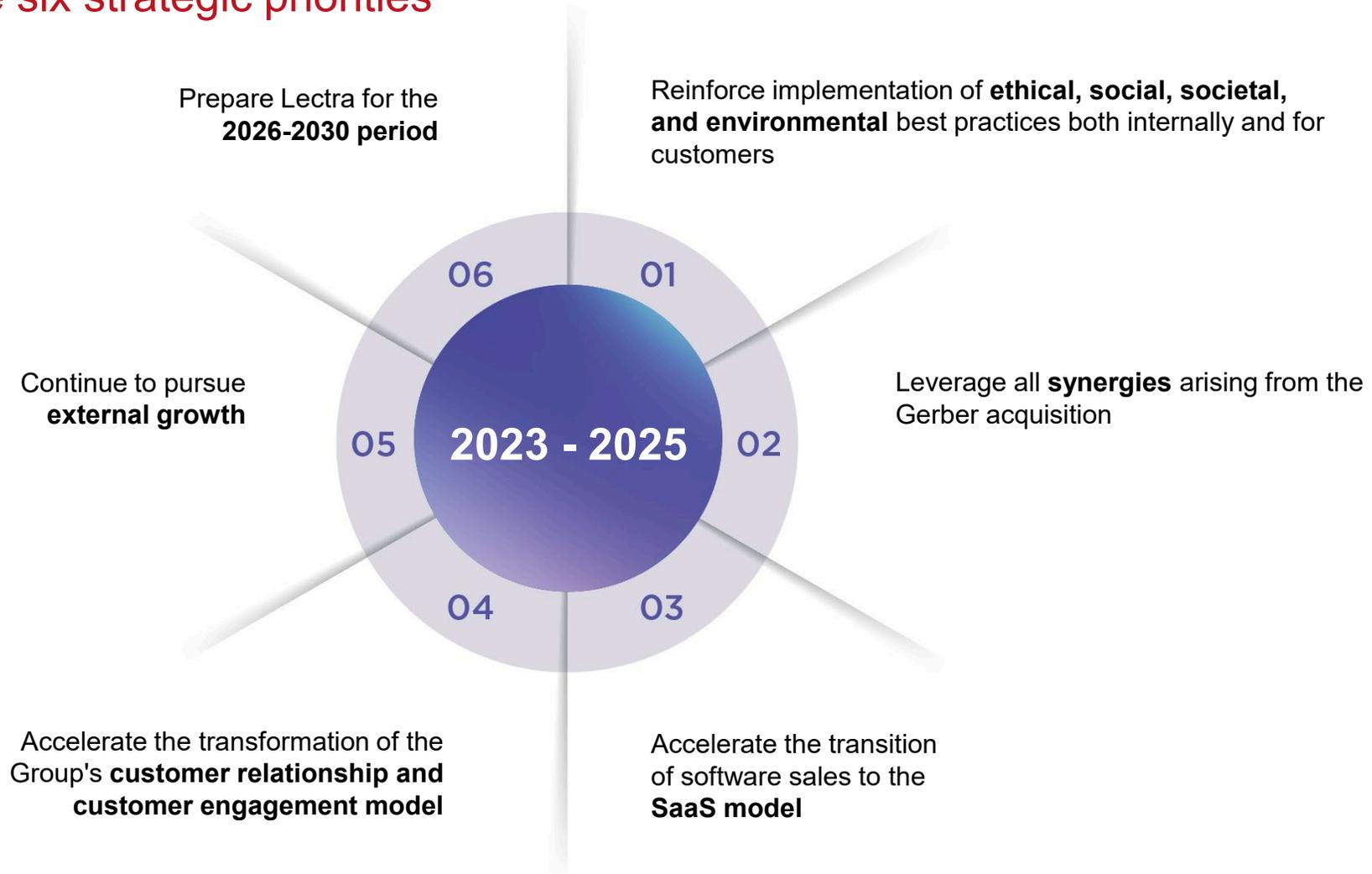
INDUSTRY 4.0

With the commitment of its employees, and recognition by customers, Lectra stands at the forefront in building a more sustainable future

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

2023-2025 strategic roadmap: second progress report

Reminder of the six strategic priorities



These six strategic priorities guided the Group's actions carried out in 2024

2023-2025 strategic roadmap: second progress report

Lectra made progress on almost all of the objectives associated with the 12 commitments divided into five major CSR action areas

01

Reinforce implementation of ethical, social, societal, and environmental best practices both internally and for customers



Its overall score of 70/100 places the Group in the top 10% of best-rated companies, all activities included and top 4% of companies in the same industry.



Lectra is awarded gold level recognition by EthiFinance ESG Ratings in 2024 (based on 2023 data) with a clear improvement on 2023, rising to 79/100 i.e., +5 pts.



Lectra recognized in 2024 as one of the 19 French best managed companies by Deloitte for the third consecutive year.

Significant team engagement rate: 60%

Lectra survey Your Voice 2024

EVOLUTION OF OFFERS:

- Continuous integration of the CSR dimension into the Group's products and services, notably with Valia Furniture and Valia Fashion integrating a sustainability dashboard
- Enhancement of TextileGenesis, enabling customers to ensure the traceability of conventional materials throughout the entire supply chain

▪ **WELL-BEING AT WORK:** Acceleration of the deployment of *The Lectra Way* program⁽¹⁾

▪ **TEAM AWARENESS:** Product & R&D teams trained on eco-design for equipment; new CSR training for all employees launched end 2024

▪ **EMISSION REDUCTION AND CSRD COMPLIANCE:** Sustainability report, including Lectra's climate transition plan, to be published with Lectra's annual report on March 28, 2025

Note: (1) A program aimed at defining a common culture throughout the organization that promotes engagement.

The Group has now more than ever consolidated its activities and constitutes a global leader with unmatched geographical coverage, technological advance and customer base

02

Leverage all synergies arising from the Gerber acquisition



80%

Gerber brand covered equipment, sold over the past 10 years, benefit from Prime V2, a new contract with significantly enriched content launched in 2022



+6%

Growth in consumables & parts revenues, excluding the non-strategic Sign&Graphics activity of Gerber, which is being gradually phased out



3

Industrial operations sites (Cestas, Tolland, Suzhou), with increasing service quality and customer satisfaction for Gerber brand products. Assembly of the first Vector brand equipment in Suzhou end 2024

But also:

- **Increased market share and geographic reach**
- **Enhanced customer base for cross-selling and up-selling opportunities**
- **Additional innovation capacity**
- **Reinforced supply chain operations**

2023-2025 strategic roadmap: second progress report

The acceleration of SaaS software sales has once again been confirmed

03

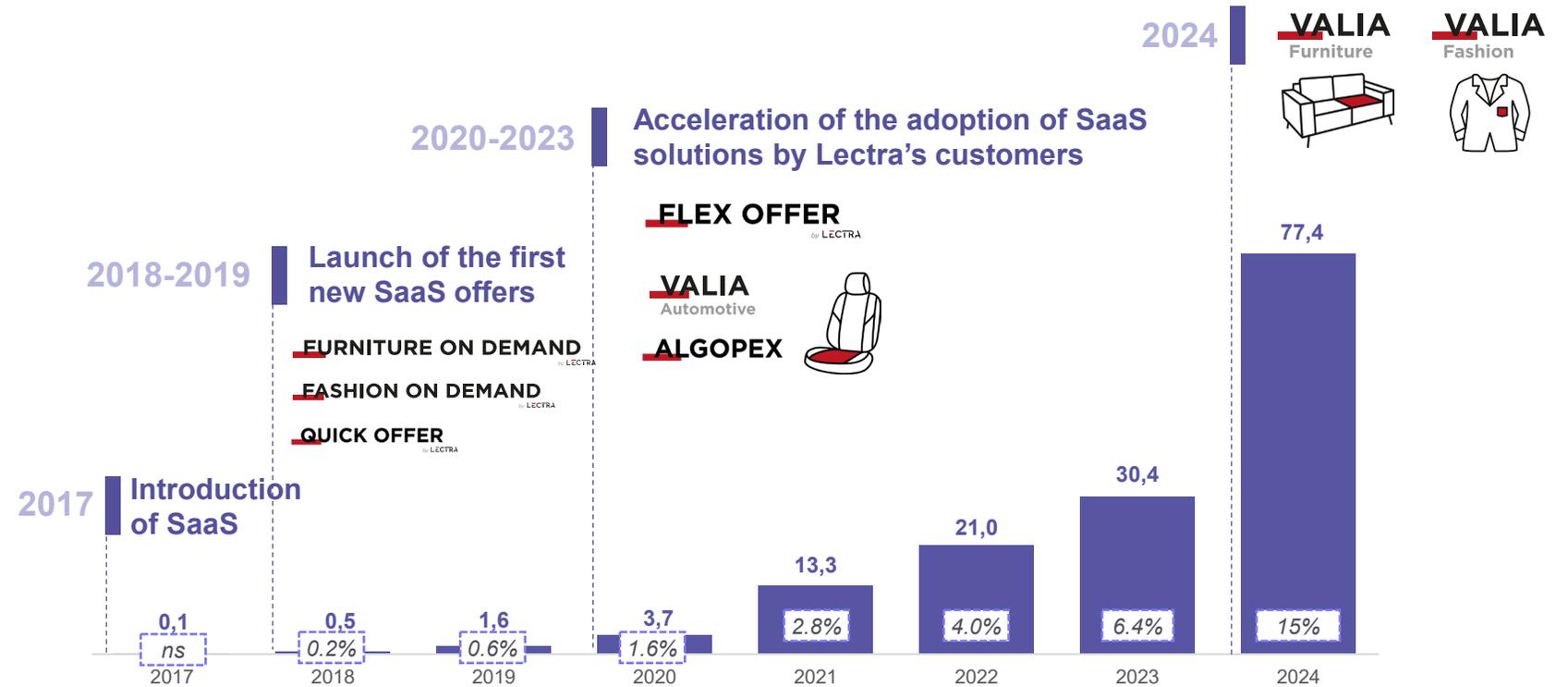
Accelerate the transition of software sales to the SaaS model

Revenues from software subscriptions (SaaS)

In millions of euros



= In % of revenues



SaaS-oriented acquisition strategy

KUBIX LINK

RETVIEWS

GERBER TECHNOLOGY
a LECTRA company

NETEVEN

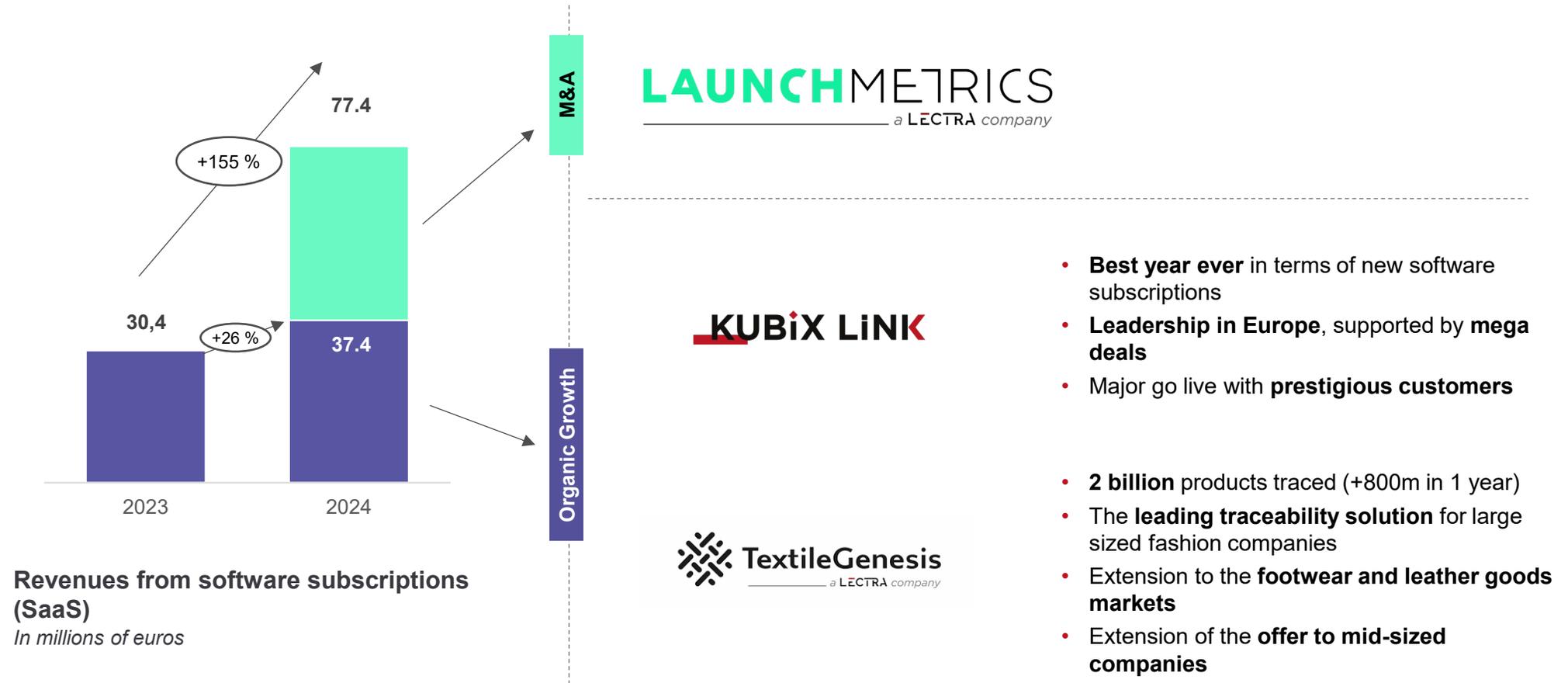
TextileGenesis
a LECTRA company

LAUNCHMETRICS
a LECTRA company

2023-2025 strategic roadmap: second progress report

A strong contribution from Launchmetrics

Significant increase in Kubix Link and TextileGenesis sales compared to 2023



Kubix Link, TextileGenesis and Launchmetrics accounted for 65% of new subscriptions sold in 2024

Lectra's customer relationship and engagement model has continued to evolve

04

Accelerate the transformation of the Group's customer relationship and customer engagement model

Lectra is at the forefront of three major transformations

Industry 4.0

SaaS

AI

And therefore is adapting its customer engagement model...



- **Adjusted sales, customer success and go-to-market organizations and responsibilities** to face the specific challenges of these three transformations
- **New enablement plans to empower teams** in selling and supporting customers
- **110 Customer Success Managers** to ensure customers maximize the use of Lectra's solutions



...to enable it to



Maximize recurring revenues per customer



Drive customer engagement



Increase the market penetration of new offers

Successful integration of Launchmetrics into the Lectra group
Signing of two strategic partnerships

05

Continue to pursue external growth



- Launchmetrics is part of Lectra's value proposition for Fashion
- First product synergy: Kubix Link x Launchmetrics Samples
- Integration of financial processes
- First cost synergies (IT tools, offices)
- Inclusion into The Lectra Way⁽¹⁾ program

Strategic partnerships



SIX ATOMIC

GenAI



aqc

AI/ML⁽²⁾



2023-2025 strategic roadmap: second progress report

The Group maintained its sustained R&D investments

06

Prepare Lectra for post-2025

67.6 million euros in R&D investments in 2024, with particular focus on the development of future offers, while continuing to enrich current offers

12.8%
of revenues invested in R&D in 2024

H2 2023 / H1 2024

Launch of a new generation of intelligent and connected cutting equipment dedicated to Fashion, Furniture, Automotive and other industries

Improve the productivity, flexibility and environmental footprint of the cutting room



January 2024

Enrichment of the Furniture On Demand offer with Valia for furniture players



Promote profitable, smarter, more sustainable production, and enable the development of digital skills

October 2024

Launch of Valia Fashion



Groundbreaking intelligent digital platform for fashion - key to a smarter, faster, greener production process

2023-2025 strategic roadmap: second progress report

The Executive Committee has been strengthened

06

Prepare Lectra for
post-2025

**Antonella Capelli and Michaël Jais
join the Executive Committee**



Antonella Capelli
President EMEA*



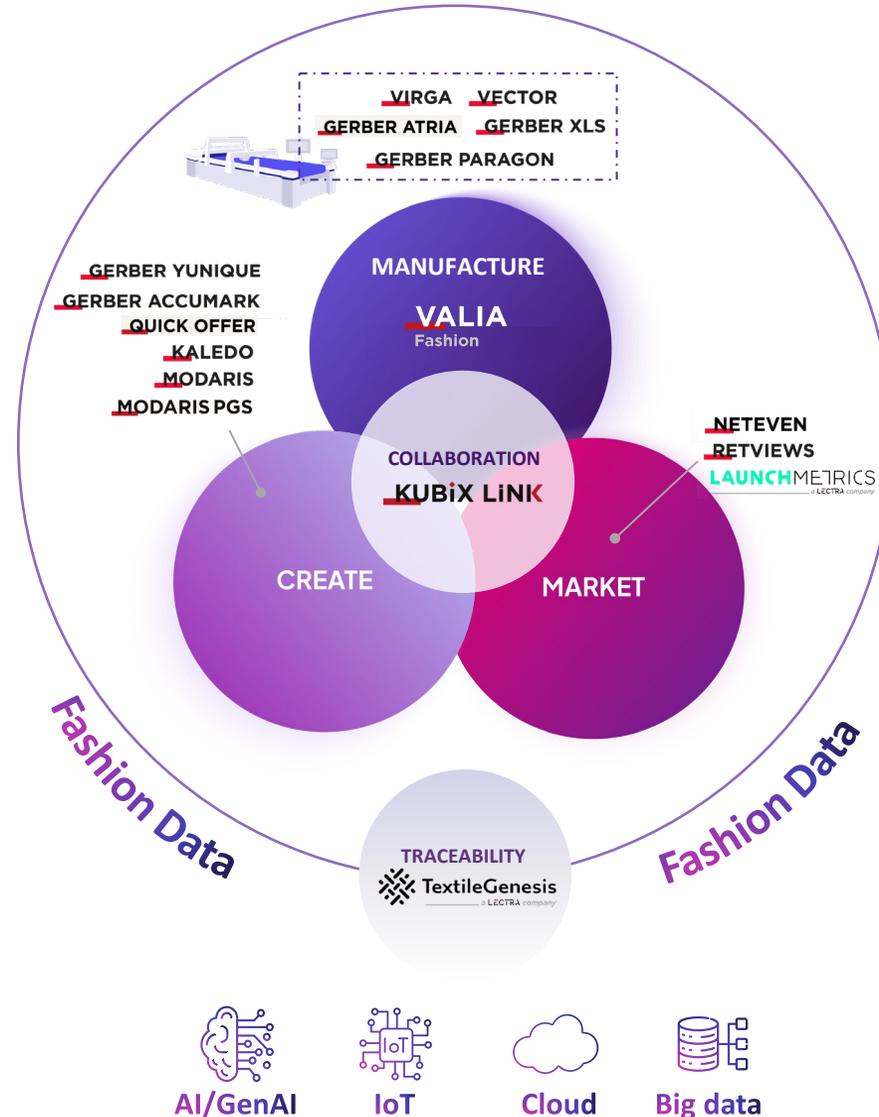
Michael Jais
CEO Launchmetrics

2023-2025 strategic roadmap: second progress report

A value proposition for fashion that is coherent and constantly enriched through Industry 4.0 technologies

06

Prepare Lectra for post-2025



A value proposition that is



Unique



Visionary



Enriched with the most advanced technologies

and capable of meeting the needs of stakeholders in the fashion industry.



Climate strategy

Hélène Viot Poirier, *Independent Director, Chairwoman of Sustainability Committee*

The climate transition plan sets out the targets for reducing scope 1, 2 and 3 greenhouse emissions for the period from 2022 - the base year- to 2030, the short-term target year. This plan presents the main levers of action identified to achieve these objectives by 2030.

BREAKDOWN OF EMISSIONS BY SCOPE OF THE
LECTRA GROUP
BASE YEAR 2022

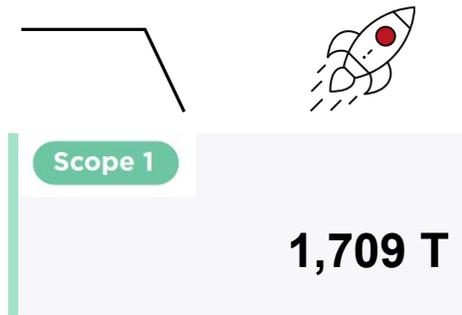
SCOPE 1: 1,709 T

SCOPE 2: 1,835 T

SCOPE 3: 987,733 T



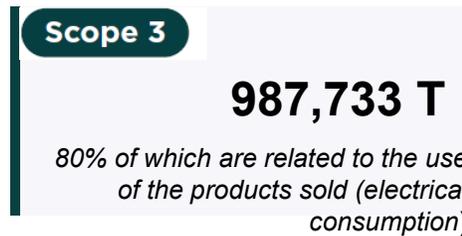
Year 2022



Direct emissions



Indirect emissions linked to energy consumption



Other indirect emissions

2030 reduction targets



Main levers of reduction

Scope 1 & Scope 2

- Energy consumption
- Renewable electricity
- Self-generated electricity
- Electric vehicles

Scope 3

- Power consumption of equipment
- Purchasing impact
- Air freight

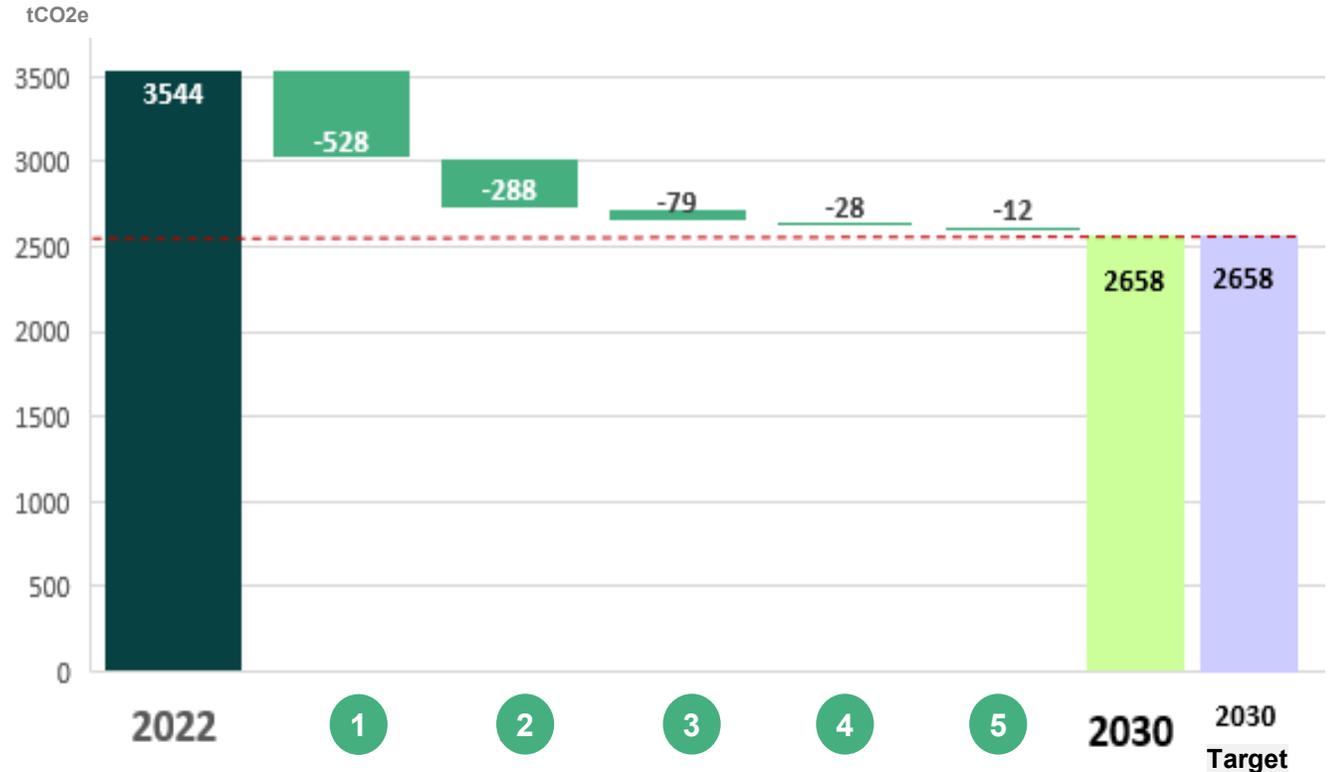
SCOPES 1 & 2

Direct and indirect emissions from energy consumption
(fuel, gas, electricity)

- 25 %

Levers for reducing emissions:

- 1 Buy 50% renewable electricity,
- 2 Reduce electricity consumption by 20%,
- 3 Evolve the vehicle fleet: 30% of electric vehicles,
- 4 Reduce gas consumption by 15%,
- 5 Cestas site: Produce 15% of the electricity consumed on site.



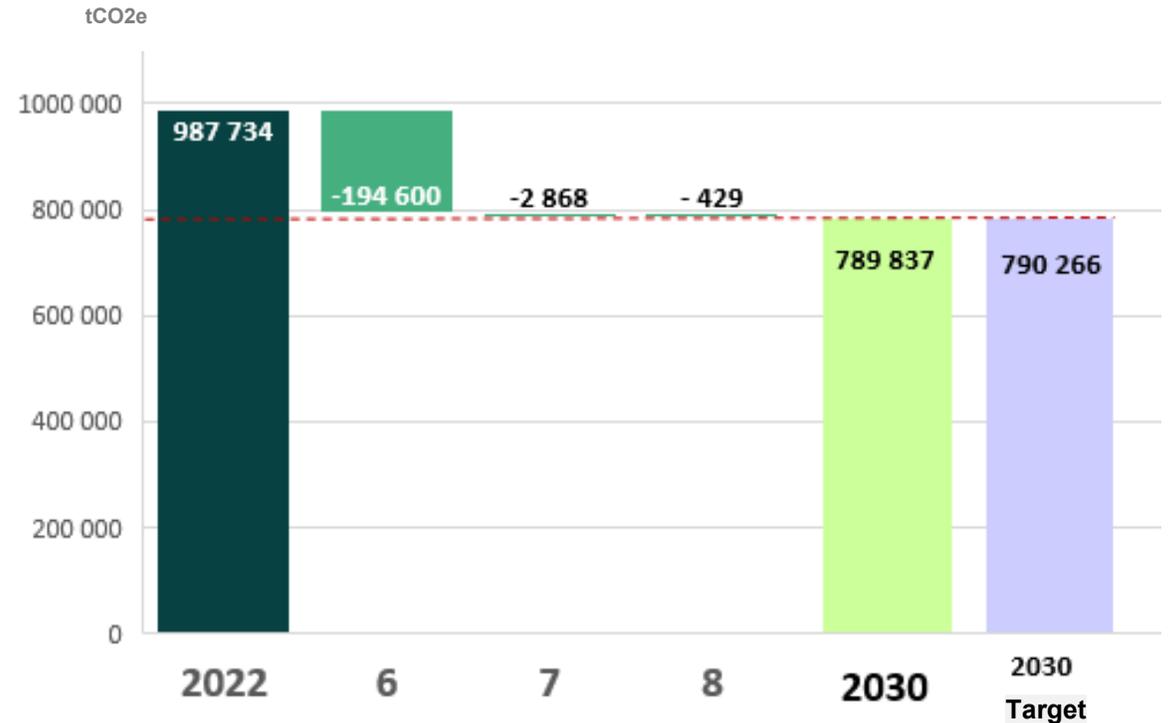
SCOPE 3

Other indirect emissions that occur upstream or downstream of the organization's value chain
(Purchase of raw materials, transport of goods, use of products sold, etc.)

- 20 %

Levers for reducing emissions:

- 6 Reduce the electricity consumption of equipment placed on the market by 20%,
- 7 Reduce the impact of the purchase of property,
- 8 Reduce air freight.





Thank you



Q&A



Reading of the Statutory Auditors' Reports

Flora Camp, *Statutory Auditor, representing PwC*

Aurélie Lalanne, *Statutory Auditor, representing KPMG*

Report on the parent company's financial statements

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 without observation

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

Recognition of revenues from exported equipment

- **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 219 to 222 of the 2024 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
- Acquisition of Launchmetrics

- **Specific checks**

- No comment on the group-related information in the Management Discussion
- Compliance with the European Single Electronic Reporting Format (ESEF) for inclusion of the consolidated financial statements in the 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 125 to 128 of the 2024 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"> ▪ Identification of stakeholders ▪ Identification of impacts, risks and opportunities ▪ Assessment of impact materiality and financial materiality 	
Compliance of the sustainability information with the ESRS	Emphasis of matter resulting from the uncertainties inherent in first year of application of the ESRS, in particular those relating to carbon footprint and to the draft transition plan	<ul style="list-style-type: none"> ▪ Carbon footprint ▪ Workforce, remuneration and training 	No significant errors, omissions or inconsistencies identified
Compliance with the reporting requirements of taxonomy	No emphasis of matter	No element that received particular attention	



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*

For the Ordinary Shareholders' Meeting:

Resolution No.1: Approval of the parent company financial statements for the fiscal year ended December 31, 2024

Resolution No.2: Approval of the consolidated financial statements for the fiscal year ended December 31, 2024

Resolution No.3: Discharge granted to the Directors for the performance of their duties

Resolution No.4: Appropriation of earnings for the fiscal year ended on December 31, 2024 and determining of dividend

Resolution No.5: Approval of information regarding the compensation of the Company Officers for the fiscal year ending December 31, 2024

Resolution No.6: Approval of the fixed and variable components of the total compensation and benefits of any kind to be paid or granted to Daniel Harari, Chairman and Chief Executive Officer, for the fiscal year ending December 31, 2024

Resolution No.7: Reappointment of Céline Abecassis-Moedas as Director

Resolution No.8: Approval of the compensation policy for Daniel Harari, Chairman and Chief Executive Officer, for the fiscal year 2025

Resolution No.9: Approval of the Directors' compensation policy for the fiscal year 2025

Resolution No.10: Appointment of Ernst & Young et Autres as Statutory Auditors in charge of certification of accounting and financial information

Resolution No.11: Authorization to the Board of Directors to carry out transactions in the Company's shares within the framework of a liquidity agreement

For the Extraordinary Shareholders' Meeting:

Resolution No.12: Deletion of double voting rights and corresponding amendment to Articles 6 and 21 of the Bylaws (subject to the approval by the Special Meeting of Shareholders owning shares with double voting rights);

Resolution No.13: Amendment to Article 14, paragraph I of the Company's By-laws regarding the process for taking decisions by written consultation of the Board of Directors;

Resolution No.14: Powers to carry out legal formalities.

Resolution No.1

Approval of the parent company financial statements for the fiscal year ended December 31, 2024

Profit of the fiscal year	€24,399,430
Costs excluded from charges deductible from corporate income tax	€127,043

Resolution No.2

Approval of the consolidated financial statements for the fiscal year ended
December 31, 2024

Net income, Group share

€31 163 506

Resolution No.3

Discharge granted to the Directors for the performance of their duties

Discharge to the Directors for the performance of their duties in the fiscal year ended December 31, 2024

Resolution No.4

Appropriation of earnings for the fiscal year ended on December 31, 2024 and determining of dividend

Net income for the fiscal year	€24,399,430
Retained earnings brought forward from prior years	€131,589,231
Appropriation to the legal reserve	€13,331
Distributable profit	€155,975,330
To the payment of a dividend €0.40 per share*	€15,172,322
To retained earnings*	€9,213,777
Retained earnings after appropriation	€140,803,008

*Calculated on the basis of 37,930,806 shares eligible for dividends, on the basis of the 37,966,274 shares making up the capital stock at December 31, 2024, less the 35,468 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.

Approval of information regarding the compensation of the Company Officers for the fiscal year ending December 31, 2024
(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.

Resolution No.6

Approval of the fixed and variable components of the total compensation and benefits of any kind to be paid or granted to Daniel Harari, Chairman and Chief Executive Officer, for the year ending December 31, 2024.

(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)	2024		2023	
	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 ⁽¹⁾	81,167	119,448	119,448	295,541
Extraordinary compensation	N/A	N/A	N/A	N/A
Compensation in his capacity as Director	52,000	53,000	53,000	5,500
Benefits in kind ⁽²⁾	8,876	8,876	10,611	10,611
Total	562,043	601,324	603,059	779,652

(1) The variable compensation in respect of fiscal year 2023 was paid in 2024; the variable compensation in respect of fiscal year 2024 will be paid in 2025, subject to approval by the annual Shareholders' Meeting of April 25, 2025. The difference between the percentage of variable compensation granted in respect of fiscal year 2023 (64%), which was paid in 2024, and the percentage in respect of fiscal year 2024 (60%) explains the difference between the amounts of variable compensation due in respect of fiscal year 2024 and paid in 2024.

(2) Amounts shown under benefits in kind correspond to the value of the use of a company car.

Reappointment of Céline Abecassis-Moedas as Director



Céline Abecassis-Moedas

Independent Director
Chairwoman of the Compensation Committee
Member of the Strategic Committee and Sustainability Committee

Biography – Experience and expertise

Age	53	Céline Abecassis-Moedas is a graduate of the École Normale Supérieure de Cachan, of the Université Paris Dauphine (with a Masters in Scientific Management Methods) and holds a PhD in Management Science from Ecole Polytechnique. She began her career in research at France Télécom R&D before joining Lectra as E-Business Product Manager in 1999. She then worked at AT Kearney as a consultant in 2000. From 2002 to 2005, she was Assistant Professor of Strategy at Queen Mary University of London, and then joined Católica-Lisbon as Assistant Professor in Strategic and Innovation Management. While at Católica-Lisbon she held the position of Director of the Masters Program, and taught and developed executive education programs before becoming Dean for Executive Education in 2019. Céline Abecassis-Moedas was an International Faculty Fellow at Massachusetts Institute of Technology (MIT) (United States) in 2011-2012 and published research papers in prestigious journals on the role of innovation and design in creative industries (including fashion).	From 2014 to 2020, Céline Abecassis-Moedas was Affiliate Professor at ESCP and co-scientific director of the Lectra-ESCP Chair's "Fashion and Technology."
Nationality	French		
Director since	April 30, 2021		
Term of office began	April 30, 2021		
Term of office ends	At end of the Shareholders' meeting called to approve the financial statements for fiscal year ended December 31, 2024 ⁽³⁵⁾		
Number Lectra shares held	750		From 2012 to 2019 Céline Abecassis-Moedas was an Independent Director at Europac (Papeles y Cartones de Europa, SA) and Lead Independent Director from 2015 to 2019. She was an Independent Director at CTT (CTT Correios de Portugal, S.A.) from 2016 to 2020 and at GreenVolt SA from 2021 to 2023. She is an Independent Director and Chairperson of the Innovation and Sustainable Development Committee at CUF SA (since 2016) and Independent Director at Vista Alegre Atlantis (since 2020).
			Céline Abecassis-Moedas is IDP-C certified in Corporate Governance from INSEAD (2017).

Resolution No.8

Approval of the compensation policy for Daniel Harari, Chairman and Chief Executive Officer, for the fiscal year 2025

(Say on Pay ex ante)

- **General principles** **unchanged since July 2017**
- **Compensation structure** **unchanged since July 2017**
- **Total compensation based on achievement of annual objectives:**
 - **Fixed compensation** **€840,000**
(unchanged from 2024)
 - **Variable compensation based on annual targets achieved** **€420,000**
(unchanged from 2024)

- **Derogation**

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

Resolution No.8 (continued)

Approval of the compensation policy for Daniel Harari, Chairman and Chief Executive Officer, for the fiscal year 2025

(Say on Pay ex ante)

Performance criteria	Weighting
3 performance criteria of the Strategic Scorecard (weighting revised):	
➤ EBITDA before non-recurring items	40%
➤ contributive value of growth in sales activity	30%
➤ protection and growth of recurring contracts	30%
3 performance criteria of the CSR Scorecard (revised):	
➤ improvement of non-financial ratings by independent rating agencies	40%
➤ improvement of the employee engagement rate	40%
➤ progress on the climate transition plan	20%

The result of the CSR Scorecard is then used as a bonus or penalty factor to adjust the results of the Strategic Scorecard criteria.

Resolution No.9

Approval of the Directors' compensation policy for the fiscal year 2025 (Say on Pay ex ante)

Maximum annual amount	€480,000
Cap on individual annual compensation	€75,000

	Part fixe	Part variable (par séance)
Board of Directors		
▪ Chairperson	€30,000	€2,000
▪ Lead Director	€24,000	€2,000
▪ Member	€16,000	€2,000

Resolution No.9 (continued)

Approval of the Directors' compensation policy for the fiscal year 2025 (Say on Pay ex ante)

	Part fixe	Part variable (par séance)
Comités spécialisés		
Comité d'audit		
▪ Président	€12,000	€1,500
▪ Membre	N/A	€1,500
Comité stratégique		
▪ Président	0 €	€2,000
▪ Membre	N/A	€2,000
Comité de durabilité		
▪ Président	€9,000	€1,500
▪ Membre	N/A	€1,500
Comité des rémunérations		
▪ Président	€3,000	€1,500
▪ Membre	N/A	€1,500
Comité des nominations		
▪ Président	€3,000	€1,500
▪ Membre	N/A	€1,500
Comité ad hoc		
▪ Président	€6,000	€1,500
▪ Membre	N/A	€1,500

Appointment of Ernst & Young et Autres as Statutory Auditors in charge of certification of accounting and financial information

- 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, the process of selecting new statutory auditors was managed by the Audit Committee with the support of the Financial Department.
- As part of the tender process, each proposal was evaluated according to the following key criteria:
 - International support to monitor the Group and its subsidiaries
 - Knowledge of the software sector (particularly SaaS offerings)
 - Responsiveness to future external growth projects
 - Support in implementation of the CSRD
 - Optimized fees

Resolution No.10 *(continued)*

Appointment of Ernst & Young et Autres as Statutory Auditors in charge of certification of accounting and financial information

Statutory Auditors – Summary of current and proposed terms of office

Statutory auditors	Certification of financial information		Certification of sustainability information	
	Start of term of office	End of term of office	Start of term of office	End of term of office
<i>Currently serving</i>				
PricewaterhouseCoopers Audit	SHM 2020	SHM 2026	SHM 2024	SHM 2026
KPMG SA	SHM 2020	SHM 2026	N/C	N/C
<i>Candidate</i>				
Ernst & Young et Autres	SHM 2025	SHM 2031	SHM 2026	SHM 2032

Resolution No.11

Authorization to the Board of Directors to carry out transactions in the Company's shares within the framework of a liquidity agreement

Threshold	2% of the share capital
Maximum purchase price per share	€60
Gross maximum amount to be used in the stock repurchase program	€10,000,000
Duration	18 months

Deletion of double voting rights and corresponding amendment to Articles 6 and 21 of the Bylaws (subject to the approval by the Special Meeting of Shareholders owning shares with double voting rights)

- In accordance with Article 21 of the Company's By-laws, shares acquired after May 15, 2001 do not carry double voting rights. However, shares with double voting rights as of May 15, 2001 continue to enjoy double voting rights as long as they are registered in the name of the same holder and in certain limited cases of capital transfers or increases.
- **Only 192,150 shares (representing 0.51% of the capital) carried double voting rights at December 31, 2024.**
- The deletion of double voting rights would:
 - **bring the Company's practice in line** with that of companies in other European countries, where **the principle of "one share, one vote"** is widely applied, and
 - put an end to an inequality among shareholders, as this advantage is limited to an extremely small number of them and no other shareholder is entitled to it.

Deletion of double voting rights and corresponding amendment to Articles 6 and 21 of the Bylaws (subject to the approval by the Special Meeting of Shareholders owning shares with double voting rights)

Current version	New version
<p data-bbox="180 515 1319 554"><u>Article 6 – Form of shares - Identification of shareholders</u></p> <p data-bbox="180 582 1319 658">Shares may be held in registered or bearer form, at the shareholder's discretion.</p> <p data-bbox="180 691 1319 725">However, the following shares must be held in registered form:</p> <ul data-bbox="180 758 1319 1072" style="list-style-type: none"><li data-bbox="180 758 1319 792">– cash shares that are not fully paid up,<li data-bbox="180 825 1319 859">– shares with double voting rights,<li data-bbox="180 892 1319 968">– shares that may be held by or on behalf of the Company in the cases provided for by law,<li data-bbox="180 1001 1319 1072">– shares subscribed or purchased by employees in accordance with the law.	<p data-bbox="1327 515 2458 554"><u>Article 6 – Form of shares - Identification of shareholders</u></p> <p data-bbox="1327 582 2458 658">Shares may be held in registered or bearer form, at the shareholder's discretion.</p> <p data-bbox="1327 691 2458 725">However, the following shares must be held in registered form:</p> <ul data-bbox="1327 758 2458 1011" style="list-style-type: none"><li data-bbox="1327 758 2458 792">– cash shares that are not fully paid up,<li data-bbox="1327 825 2458 901">– shares that may be held by or on behalf of the Company in the cases provided for by law,<li data-bbox="1327 933 2458 1011">– shares subscribed or purchased by employees in accordance with the law.

Resolution No.12 (continued)

Deletion of double voting rights and corresponding amendment to Articles 6 and 21 of the Bylaws (subject to the approval by the Special Meeting of Shareholders owning shares with double voting rights)

Current version	New version
<p><u>Article 21 - Bureau - Attendance sheet – Votes</u></p> <p>[...]</p> <p>Subject to the limitations set forth in the following paragraph, shares registered in the name of the same shareholder for at least two years do not confer double voting rights.</p> <p>However, shares conferring double voting rights on their holders on September 26, 2014, in accordance with the decision of the Extraordinary Shareholders' Meeting of May 3, 2001, continue to benefit from this right for as long as they remain registered in the name of the same holder. In addition, in the event of a capital increase through the capitalization of reserves, profits or share premiums, a double voting right is conferred, as from their issue, on registered shares allocated free of charge to a shareholder in respect of existing shares for which he or she benefits from this right.</p> <p>Similarly, the beneficiaries of a transfer of shares already entitled to double voting rights are entitled to double voting rights if the transfer is the result of an inheritance, the liquidation of community property between spouses, or an inter vivos gift to a spouse or relative entitled to inherit.</p> <p>Any share conferring a double voting right on its holder loses this double voting right when it is converted to a bearer share or transferred in ownership, except in the cases of transfer referred to in the paragraph above.</p> <p>The merger of the Company has no effect on the double voting rights acquired by a shareholder in respect of shares he or she owns; these rights may then be exercised within the absorbing company, if the latter's bylaws so provide.[...]</p>	<p><u>Article 21 - Bureau - Attendance sheet – Votes</u></p> <p>[...]</p> <p>Shares registered in the name of the same shareholder for at least two years do not confer double voting rights.</p> <p>[...]</p>

Amendment to Article 14, paragraph I of the Company's By-laws regarding the process for taking decisions by written consultation of the Board of Directors

You are invited to amend the provisions of the By-laws relating to decision-making by written consultation of the Board of Directors in order to comply with the new provisions of Article L.225-37 (3) of the French Commercial Code (amended by Law n°2024-537 of June 13th, 2024):

Current version	New version
<p>Article 14 - Deliberations of the Board of Directors</p> <p>[...]</p> <p>Decisions falling within the Board of Directors' remit, as referred to in Article L.225-37, paragraph 3 of the French Commercial Code, as well as decisions to transfer the registered office within the same département, may be taken by written consultation, in accordance with the terms and conditions set out in the Internal Rules and Procedures of the Board of Directors.</p> <p>[...]</p>	<p>Article 14 - Deliberations of the Board of Directors</p> <p>[...]</p> <p>The decisions of the Board of Directors may be taken by written consultation of the Directors, including by electronic means, in accordance with the legal and regulatory provisions in force, under the terms and conditions set out in the Internal Rules and Procedures of the Board of Directors.</p> <p>The notice of consultation, including the text of the proposed deliberations or the draft minutes of the deliberations by written consultation, as well as all the documents required to inform the Board of Directors, are sent to each Director by e-mail or via a secure document-sharing platform/tool.</p> <p>The response time is specified in the notice of consultation and must be reasonable, given the purpose of the consultation. Responses may be submitted by e-mail or by voting via a secure document-sharing platform/tool. The vote is formulated for each resolution, by the words “for”, ‘against’ or “abstention”.</p> <p>Any Director may object to a decision being taken by written consultation. They must inform the Chairman and Chief Executive Officer of this within the period indicated in the notice of consultation or, where applicable, as soon as possible after receipt of the notice of consultation, stating the reasons for their refusal.</p> <p>For the purposes of calculating quorum and majority, Directors who cast their votes within the stipulated response period are taken into account. Decisions are adopted by majority vote.</p> <p>The consultation is formalized by a deliberation of the Board of Directors by way of written consultation, which is submitted to the Directors for approval.</p> <p>[...]</p>

Powers to carry out legal formalities

Granting of powers for the performance of formalities subsequent to this Combined Shareholders' Meeting

Quarterly Results

Q2 July 24, 2025

Q3 October 29, 2025

Q4 February 11, 2026

Shareholders' Meeting

April 29, 2026

Analysts' Meeting

October 30, 2025



Closing of the Meeting

LECTRA

We pioneer. You lead.