

## Summary of the Combined Shareholders' Meeting of April 30, 2020

Lectra's Combined Shareholders' Meeting was held today under the chairmanship of Daniel Harari. Due to the confinement measures put in place by the French Government to address the COVID-19 epidemic, this Shareholders' Meeting was held without the physical presence of the shareholders, statutory auditors or representatives of the Works' Council (*Comité social et économique*).

The quorum was established at 80.59%, i.e. 25,877,547 shares out of the total 32,110,103 shares with voting rights and 25,934,663 votes for 136 shareholders, 98 of whom voted by post and 38 gave proxy to the Chairman of the Shareholders' Meeting.

All the resolutions submitted to the shareholders for approval were adopted.

### Ordinary Shareholders' Meeting

The statutory and consolidated financial statements for fiscal year 2019 were approved (1<sup>st</sup> and 2<sup>nd</sup> resolutions), in addition to the appropriation of income, reflected in the dividend payment of €0.40 per share (4<sup>th</sup> resolution). The dividend will be paid out on May 8, 2020. The Shareholders' Meeting also granted discharge to the Directors in respect of the performance of their duties in fiscal year 2019 (3<sup>rd</sup> resolution).

The Shareholders' Meeting approved the three resolutions relating to the company officers' compensation, which cover:

- the information relating to the compensation paid or granted to the company officers in respect of fiscal year 2019 (5<sup>th</sup> resolution) ;
- the fixed and variable components making up the total compensation and benefits of all kinds that were paid or granted to Daniel Harari, Chairman and Chief Executive Officer of the Company, in respect of fiscal year 2019 (6<sup>th</sup> resolution) ;
- the compensation policy for company officers in respect of fiscal year 2020 (9<sup>th</sup> resolution).

The Shareholders' Meeting renewed for four years the directorships of Daniel Harari and Nathalie Rossiensky (7<sup>th</sup> and 8<sup>th</sup> resolutions).

It also re-appointed KPMG SA and PricewaterhouseCoopers Audit as Statutory Auditors, for six fiscal years (10<sup>th</sup> and 11<sup>th</sup> resolutions).

The Shareholders' Meeting renewed the authorization given to the Board of Directors to acquire Company shares pursuant to article L.225-209 of the French Commercial Code (12<sup>th</sup> resolution).

### Extraordinary Shareholders' Meeting

The Shareholders' Meeting authorized, for 26 months, the Board of Directors to reduce the share capital through the cancellation of treasury shares, within a limit of 10% of the share capital (13<sup>th</sup> resolution).

The Shareholders' Meeting extended the Company's duration by 99 years, i.e. until April 29, 2119, and amended article 4 of the Bylaws accordingly (14<sup>th</sup> resolution).

It decided to raise the age limit that applies to half of the Directors from 70 to 72 and made the consequential amendment to article 11, IV of the Bylaws (15<sup>th</sup> resolution). It also approved the update of article 16 of the Bylaws relating to Directors' compensation (17<sup>th</sup> resolution).

Furthermore, the Shareholders' Meeting authorized the Board of Directors to make decisions referred to in article L.225-37, paragraph 3 of the French Commercial Code by means of a written deliberation and amended article 14, I of the Bylaws accordingly (16<sup>th</sup> resolution).

The Shareholders' Meeting also ratified all the amendments to the Bylaws that were decided by the Board of Directors at its meeting of February 11, 2020 with a view to bring the Bylaws into compliance with the new legal and regulatory provisions (18<sup>th</sup> resolution).

Lastly, it granted full powers to the bearer of a copy or extract of the minutes to carry out all formalities required by law (19<sup>th</sup> resolution).

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The detailed voting results are available on Lectra's website:  
<https://www.lectra.com/en/investors/shareholders-meetings>.

The Bylaws as of April 30, 2020 are available on Lectra's website:  
<https://www.lectra.com/en/investors/shareholder-information/bylaws>.

The next Annual Shareholders' Meeting will be held on April 30, 2021.