

ID LOGISTICS GROUP

Société anonyme with capital stock of € 3.086.664
Head Office : 55 chemin des Engrenauds - 13660 ORGON
439 418 922 R.C.S. Tarascon

RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF MAY 30, 2024

This translation is only for the convenience of English-speaking readers. Only the French text has legal value.

Ordinary resolutions

First Resolution – Approval of the parent company financial statements for the year ended December 31, 2023 – Approval of expenses not deductible for tax purposes

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the statutory auditors for the year ended December 31, 2023, hereby approve the parent company financial statements for the year ended December 31, 2023 as presented, which show net income of €144,062.

The shareholders at the general meeting specifically approve expenses referred to in Article 39 (4) of the French General Tax Code, amounting to €107,730, as well as the tax thereon.

Second Resolution – Approval of the consolidated financial statements for the year ended December 31, 2023

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the statutory auditors on the consolidated financial statements for the year ended December 31, 2023, hereby approve said financial statements as submitted to them, which show net income Group share of €53,869,000.

Third Resolution – Appropriation of earnings for the year

On the recommendation of the Board of Directors, the shareholders at the general meeting hereby resolve to appropriate earnings for the year ended December 31, 2023 as follows:

Source

- Net income for the year €144,062
- Retained earnings €4,039,686

Appropriation

- Statutory reserve €7,203
- Retained earnings €4,176,545

Pursuant to the provisions of Article 243 bis of the French General Tax Code, it is recalled that no dividends or other earnings distributions within the meaning of the first paragraph of said article have been made in respect of the last three fiscal years.

Fourth Resolution – Statutory auditors' special report on regulated agreements and commitments including confirmation of no new agreements

-The shareholders at the general meeting, having reviewed the statutory auditors' special report stating there are no new agreements as specified under Articles L. 225-38 et seq. of the French Commercial Code, merely take note thereof.

Fifth Resolution – Reappointment of Mr. Gérard Lavinay as director

The General Meeting resolves to reappoint Gérard Lavinay as director for a two-year term, subject to the adoption of the twenty-second resolution, expiring following the General Meeting called in 2026 to approve the financial statements for the year ended (or, if the twenty-second resolution is rejected, resolves to reappoint Gérard Lavinay as a director for a three-year term, expiring following the General Meeting called in 2027 to approve the financial statements for the year ended).

Sixth Resolution – Reappointment of Ms. Eléonore Ladreit de Lacharrière as director

The shareholders at the general meeting hereby resolve to reappoint Ms. Eléonore Ladreit de Lacharrière as director for a three-year term expiring at the close of the general meeting held in 2027 to approve the financial statements for the year ended.

Seventh Resolution – Reappointment of Ms. Malgorzata Hornig as director

The shareholders at the general meeting hereby resolve to reappoint Ms. Malgorzata Hornig as director for a three-year term expiring at the close of the general meeting held in 2027 to approve the financial statements for the year ended.

Eighth Resolution – Reappointment of Mr. Hervé Montjotin as director

The shareholders at the general meeting hereby resolve to reappoint Mr. Hervé Montjotin as director for a three-year term expiring at the close of the general meeting held in 2027 to approve the financial statements for the year ended.

Ninth Resolution – Approval of the remuneration policy for the Chairman and Chief Executive Officer pursuant to Article L. 22-10-8 II of the French Commercial Code

The shareholders at the general meeting, having reviewed the Board of Directors' corporate governance report, hereby approve, pursuant to Articles L. 22-10-8 II and R. 22-10-14 of the French Commercial Code, the remuneration policy for the Chairman and Chief Executive Officer as set out in said report and referred to in sections 3.1.5 of the Company's 2023 Universal Registration Document.

Tenth Resolution – Approval of the remuneration policy for the Deputy Chief Executive Officer pursuant to Article L. 22-10-8 II of the French Commercial Code

The shareholders at the general meeting, having reviewed the Board of Directors' corporate governance report, hereby approve, pursuant to Articles L. 22-10-8 II and R. 22-10-14 of the French Commercial Code, the remuneration policy for the Deputy Chief Executive Officer as set out in said report and referred to in sections 3.1.5 of the Company's 2023 Universal Registration Document.

Eleventh Resolution – Approval of the remuneration policy for directors pursuant to Article L. 22-10-8 II of the French Commercial Code

The shareholders at the general meeting, having reviewed the Board of Directors' corporate governance report, hereby approve, pursuant to Articles L. 22-10-8 II and R. 22-10-14 of the French Commercial Code, the remuneration policy for directors as set out in said report and referred to in sections 3.1.5 of the Company's 2023 Universal Registration Document.

Twelfth Resolution – Approval of all remuneration paid or awarded to corporate officers in respect of fiscal year 2023 pursuant to Article L. 22-10-34 I of the French Commercial Code

The shareholders at the general meeting, having reviewed the Board of Directors' report on corporate governance, hereby approve, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information set out in Article L. 22-10-9 I of said code regarding the remuneration paid or awarded to corporate officers in respect of fiscal year 2023, as set out in section 3.1.5 of the Company's 2023 Universal Registration Document.

Thirteenth Resolution – Approval of the remuneration paid or awarded to Mr. Eric Hémar, Chairman and Chief Executive Officer, in respect of fiscal year 2023

The shareholders at the general meeting, having reviewed the Board of Directors' report on corporate governance, hereby approve, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kinds paid or awarded to Mr. Eric Hémar in his capacity as Chairman and Chief Executive Officer in respect of fiscal year 2023, as set out in section 3.1.5 of the Company's 2023 Universal Registration Document.

Fourteenth Resolution – Approval of the remuneration paid or awarded to Mr. Christophe Satin, Deputy CEO, in respect of fiscal year 2023

The shareholders at the general meeting, having reviewed the Board of Directors' report on corporate governance, hereby approve, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kinds paid or awarded to Mr. Christophe Satin in his capacity as Deputy Chief Executive Officer in respect of fiscal year 2023, as set out in section 3.1.5 of the Company's 2023 Universal Registration Document.

Fifteenth resolution – Appointment of Alce Expertise as statutory auditors tasked with certifying sustainability information.

The General Meeting, having taken note of the report of the Board of Directors, appoints Alce Expertise as Statutory Auditor to certify sustainability information, for a three-year term, i.e. until the close of the General Meeting to be held in 2027 to approve the financial statements for the 2026 financial year.

Sixteenth Resolution – Authorization to be granted to the Board of Directors to buy back Company shares in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby authorize the Board, for a term of eighteen months, pursuant to Articles L. 22-10-62 et seq. of the French Commercial Code, to buy back, on one or more occasions and at such times as it shall decide, Company shares subject to a cap of 10% of the number of shares comprising the capital stock, adjusted where applicable to take into account any capital increases or reductions carried out during the term of the share buyback plan.

This authorization shall cancel the authorization granted to the Board of Directors under the fourteenth ordinary resolution of the May 31, 2023 general meeting.

Company shares may be repurchased for all purposes permitted by law, including without limitation:

- to stimulate trading on the secondary market or to enhance the liquidity of the ID Logistics Group share pursuant to a liquidity contract with an investment service provider, in compliance with practices admitted by applicable regulations;
- to hold the purchased shares for subsequent reissue as consideration or in exchange with regard to potential acquisitions, provided that the shares purchased for this purpose do not exceed 5% of the Company's capital stock;
- to ensure coverage of stock option and/or bonus share plans (or similar plans) in favor of Group employees and/or corporate officers, as well as all share allocations under Company or Group savings plans (or similar plans) and profit-sharing schemes and/or all other forms of share allocation to Group employees and/or corporate officers;
- to ensure coverage of securities giving entitlement to the allocation of Company shares pursuant to applicable regulations;
- to hold the purchased shares for subsequent reissue as consideration, repayment, etc., or to transfer them to any ID Logistics Group creditor, customer or partner;
- to implement any market practice that may be admitted by the French financial markets authority (AMF), and more generally to complete any other transaction in accordance with the regulations in force;
- to cancel the purchased shares if applicable, subject to the authorization granted under the seventeenth extraordinary resolution of this general meeting of shareholders.

These share buybacks may be carried out by any means, including block trades, and at such times as the Board of Directors shall see fit.

The Company reserves the right to use options or derivatives, in compliance with applicable regulations.

The maximum purchase price is set at €600 per share. In the event of equity transactions, including stock splits, reverse stock splits and bonus share allocations, the aforementioned amount will be revised accordingly through the application of a multiplier equal to the ratio between the number of shares comprising the capital stock before the transaction and the number of shares comprising the capital stock after the transaction.

The maximum value of the transaction is thus set at €370,399,200.

The shareholders at the general meeting hereby grant full powers to the Board of Directors, with the option to further delegate, to perform these transactions, define the terms and conditions thereof, sign any agreements and complete all formalities.

Extraordinary resolutions

Seventeenth Resolution – Authorization to be granted to the Board of Directors to cancel treasury shares purchased by the Company under Article L. 22-10-62 of the French Commercial Code

The shareholders at the general meeting, having reviewed the reports of the Board of Directors and the statutory auditors:

1. hereby authorize the Board of Directors to cancel, at its sole discretion, on one or more occasions, subject to a cap equal to 10% of the capital stock as determined on the day of the decision to cancel, after deduction of any shares canceled during the preceding 24 months, shares that the Company holds or may acquire as a result of purchases carried out pursuant to Article L. 22-10-62 of the French Commercial Code, and to reduce the capital stock accordingly, pursuant to applicable statutory and regulatory provisions;
2. hereby set the term of this authorization at twenty-four months from the date of this general meeting; and
3. hereby grant full powers to the Board of Directors, with the option to further delegate, to perform any operations required in connection with such share cancellations and corresponding capital reductions, amend the bylaws accordingly and complete all required formalities.

Eighteenth Resolution – Authorization to be granted to the Board of Directors to issue shares of common stock and/or equity securities giving access to other equity securities or giving entitlement to debt securities and/or securities giving access to future equity securities (of the Company or a Group company), without preferential subscription rights, to a specific category of beneficiaries

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and in accordance with the provisions of the French Commercial Code, specifically Articles L. 225-129-2, L. 22-10-49, L. 22-10-51, L. 225-138 and L. 228-92:

1. hereby delegate to the Board of Directors their power to increase the capital stock, on one or more occasions, in such proportions and at such times as it shall see fit, both in France and abroad, by issuing, in euros or foreign currency or in any other unit established by reference to a basket of currencies:
 - shares of common stock, and/or
 - equity securities giving access to other equity securities or giving entitlement to debt securities, and/or
 - securities giving access to future equity securities.

In accordance with Article L. 228-93 of the French Commercial Code, future securities may entitle holders to other equity securities to be issued by the Company and/or by any company which directly or indirectly owns more than half of the Company's capital stock or in which the Company directly or indirectly owns more than half of the capital stock;

2. hereby set the term of this authorization at eighteen months from the date of this general meeting;

3. The total par value of share issues completed under this authorization shall not exceed €1,400,000. The par value of any shares of common stock issued in the future to safeguard the rights of holders of securities giving access to the Company's capital stock shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments. This cap is independent of all other caps under other resolutions of this general meeting; The total par value of debt securities issued by the Company may not exceed €250 million. This cap is independent of all other caps under other resolutions of this general meeting;

4. hereby resolve to remove the shareholders' preferential subscription right to the shares covered by this resolution in favor of the following category of beneficiaries: French or foreign legal entities (including holding companies, entities, investment firms, mutual funds and group savings funds) or individuals, regularly investing in listed companies operating in the handling, robotics or logistics sector, subject to a minimum individual subscription of €100,000 or an equivalent amount per transaction and a number of investors limited to 50; the Board of Directors shall draw up a precise list of the beneficiaries included in this category and the number of shares to be issued to each one;

5. hereby note that this authorization requires the shareholders to waive their preferential subscription rights to Company shares that may be issued;

6. hereby resolve that the issue price for the shares issued under this authorization shall be set by the Board of Directors and shall be at least equal to the average listed share price over five consecutive days chosen from among the thirty trading sessions immediately preceding the share price determination, less a potential maximum discount of 10%, taking the date of issuance into account where applicable, on the understanding that the issue price of any securities giving access to the capital issued pursuant to this resolution shall be equal to the amount received immediately by the Company, where applicable, plus the amount liable to be received by the Company upon exercise or conversion of said securities, or, for each share issued as a result of the issue of said securities, at least equal to the aforementioned minimum amount;

7. hereby resolve that if the subscriptions do not account for the entire issue referred to under 1) above, the Board of Directors may:

- limit the total issue value to the amount of the subscriptions, on the understanding that, in the event of issuing shares of common stock or securities giving access to capital stock where the primary security is a share, subscriptions must amount to at least three quarters of the resolved issue value for this limitation to be valid;
- distribute any or all unsubscribed securities at its own discretion;

8. hereby resolve to grant the Board of Directors, within the limits set out above, with the option to further delegate, the necessary powers to exercise this authorization including, specifically, to:

- set the amount of the share issue, the issue price and any issue premium that may be requested at time of issue,
- set the dates, terms and conditions of all issues as well as the form and characteristics of the shares or securities giving access to the capital to be issued,
- set the date of issuance, which may be retrospective, of the shares or securities giving access to the capital to be issued and the manner in which they are to be paid up,
- draw up the list of beneficiaries included in the category of aforementioned persons and the number of shares to be granted to each one,
- at its sole discretion and at such time as it shall see fit, charge the costs, levies and fees related to the share issues carried out through exercise of the authority granted under this resolution against the amount of premiums related to said transactions and deduct the amount required to increase the statutory reserve to one-tenth of the new capital stock from the amount of said premiums after each transaction,
- record the completion of each share issue and amend the bylaws as required,
- in general, enter into any agreement required, in particular, for the successful completion of the planned issues,

- take all steps and complete all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization and for the exercise of the related rights,
- take all decisions required to ensure the admission of the shares and securities thereby issued to trading on any market on which the Company's shares might be admitted to trading.

Nineteenth Resolution – Authorization to increase the issue amount in the event of over-subscription

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report:

1) hereby resolve that, for each issue of shares of common stock or securities giving access to capital stock under the eighteenth resolution hereto, the number of securities to be issued may be increased under conditions laid down in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, subject to the caps set by the general meeting, in the event of over-subscription recognized by the Board of Directors;

2) hereby set the term of this authorization at twenty-six months from the date of this general meeting.

Twentieth Resolution – Authorization to be granted to the Board of Directors to increase the capital stock by issuing shares of common stock and/or securities giving access to capital stock without preferential subscription rights to members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors' special report and pursuant to Articles L. 22-10-49, L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

1) hereby authorize the Board of Directors, if it sees fit and at its sole discretion, to increase the capital stock on one or more occasions by issuing Company common shares or securities giving access to future equity securities of the Company to members of one or more company or group savings plans set up by the Company and/or its French or foreign related companies pursuant to Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;

2) cancel, in favor of such persons, the preferential subscription right for shares that may be issued pursuant to this authorization;

3) hereby set the term of this authorization at twenty-six months from the date of this general meeting;

4) cap the par value of any capital increases carried out under this authorization at 3% of capital stock as of the date when the Board of Directors decides to carry out this increase, said cap being independent of all other authorized capital increase caps. Where applicable, the additional amount of common shares issued in the future to safeguard the rights of holders of securities giving access to the Company's capital stock shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments;

5) hereby resolve, pursuant to paragraph 1) of this authorization, that the future share price may not vary, up or down, by more than 30%, or 40% when the plan lock-in period in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is at least ten years, from the average opening share price during the twenty trading sessions preceding the Board of Directors' decision to increase the capital and issue shares accordingly;

6) hereby resolve, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allot free of charge new or existing shares, or other new or existing securities giving access to the Company's capital stock, to the beneficiaries specified in paragraph 1) above, in order to (i) provide an employer contribution pursuant to regulations governing company or group savings schemes, and/or (ii) provide for a discount if appropriate;

7) take note that this authorization cancels any prior authorization having the same purpose.

The Board of Directors may or may not implement this authorization, take all steps and carry out any necessary formalities, with the option to further delegate same.

Twenty-first Resolution – Authorization to be granted to the Board of Directors to issue equity warrants (“BSA”), warrants to subscribe for and/or purchase new and/or existing shares (“BSAANE”) and/or redeemable warrants to subscribe for and/or purchase new and/or existing shares (“BSAAR”), without preferential subscription rights, to a specific category of persons

The shareholders at the general meeting, having reviewed the report of the Board of Directors and the statutory auditors’ special report and in accordance with Articles L. 225-129-2, L. 22-10-49, L. 225-138 and L. 228-91 of the French Commercial Code:

1) hereby delegate to the Board of Directors their power, on one or more occasions, in such proportions and at such times as it shall see fit, both in France and abroad, to issue equity warrants (“BSA”), warrants to subscribe for and/or purchase new and/or existing shares (“BSAANE”) and/or redeemable warrants to subscribe for and/or purchase new and/or existing shares (“BSAAR”), without preferential subscription rights, to a specific category of persons;

2) hereby set the term of this authorization at eighteen months from the date of this general meeting;

3) hereby resolve that the total par value of the shares to which the holders of warrants issued under this authorization shall be entitled may not exceed €290,000. The par value of any shares of common stock issued in the future to safeguard the rights of holders of BSAs, BSAANEs and/or BSAARs shall be added to this cap in accordance with the law and any contractual requirements providing for other adjustments. This cap is independent of all other caps under other resolutions of this general meeting;

4) hereby resolve that the subscription and/or purchase price of shares to which warrant holders shall be entitled, after taking account of the warrant issue price, shall be no less than the average closing price of the ID Logistics Group share weighted by volume for the forty trading sessions preceding the date of the decision to issue the warrants;

5) hereby resolve to cancel the shareholders’ preferential subscription right to future BSAs, BSAANEs and BSAARs in favor of the following category of persons:

(i) the employees and/or corporate officers of the Company and/or a Group company within the meaning of Article L. 233-3 of the French Commercial Code; and/or

(ii) the service providers or consultants having entered into a contract with the Company or a Group company within the meaning of Article L. 233-3 of the French Commercial Code;

6) note that this authorization requires the shareholders to waive their preferential subscription right to Company shares that may be issued to BSA, BSAANE and/or BSAAR warrant holders on exercise;

7) hereby resolve that if the subscriptions do not account for an entire issue of BSAs, BSAANEs and/or BSAARs, the Board of Directors may:

- limit the total issue value to the amount of the subscriptions;
- distribute any or all unsubscribed BSAs, BSAANEs and/or BSAARs at its own discretion among the aforementioned category of persons;

8) hereby resolve that the Board of Directors will have all necessary powers, with the option to further delegate, under statutory conditions and as stated above, to issue BSAs, BSAANEs and/or BSAARs and:

- determine the specific list of beneficiaries within the aforementioned category of persons, the type and number of warrants to be granted to each beneficiary, the number of shares corresponding to each warrant, the warrant issue price and the subscription and/or purchase price of the shares to which warrant holders are entitled under the conditions set out above, where the issue price for the warrants shall be determined in accordance with market conditions and expert valuation, warrant subscription and exercise conditions and deadlines, their adjustment procedures, and generally determine all issue terms and conditions;
- draw up a supplementary report describing the final terms of the issue;
- purchase the requisite shares under the share buyback program and assign them to the warrant plan;
- carry out the share issue arising from the exercise of BSAs, BSAANEs and/or BSAARs and amend the bylaws accordingly;

- on its sole initiative, charge the costs of the share issues against any related premium on issue and deduct from this value the amount required to increase the statutory reserve to one-tenth of the new capital stock after each share issue;
- sub-delegate to the Chief Executive Officer powers required to carry out the share issue and comply with the applicable limits, in accordance with any procedures determined in advance by the Board of Directors;
- and generally do everything that is necessary in such matters.

The general meeting takes note that this authorization cancels any prior authorization having the same purpose.

Twenty-second Resolution – Amendment to Article 14 of the bylaws to allow the introduction of a system of staggered director appointments

On the recommendation of the Board of Directors, the shareholders at the general meeting hereby resolve to introduce a system for reappointing the members of the Board of Directors on a rolling basis.

Accordingly, on an exceptional basis and solely in order to allow the introduction and continuation of a system of staggered director appointments, the ordinary general meeting may appoint or reappoint one or more directors for a term of office of one (1) year or two (2) years.

The general meeting therefore resolves to amend the first paragraph of Article 14 of the bylaws, “Term of directors’ appointment except for the employee representative Board member”, as follows:

“The term of directors’ appointment is three years. On an exceptional basis and solely in order to allow the introduction and continuation of a system of staggered director appointments, the ordinary general meeting may appoint or reappoint one or more directors for a term of office of one (1) year or two (2) years.”

The rest of Article 14 remains unchanged.

Twenty-third resolution – Authorization to be granted to the Board of Directors to bring the Company bylaws into compliance with statutory and regulatory provisions

The shareholders at the general meeting, having reviewed the report of the Board of Directors, hereby grant full powers to the Board of Directors to bring the Company bylaws into compliance with statutory and regulatory provisions, provided that the corresponding amendments are ratified by the next extraordinary general meeting.

Twenty-fourth Resolution – Powers for formalities

The shareholders at the general meeting hereby grant full powers to the bearer of a copy or excerpt of the minutes of this meeting to complete all filing and publication formalities required by law.