

## **ALTAMIR**

Société en Commandite par Actions, with a capital of €219,259,626  
Headquarters: 61, rue des Belles-Feuilles – 75116 Paris  
390 965 895 R.C.S. Paris  
(the « **Company** »)

### **NOTICE**

The shareholders of the Company are hereby informed that they will be convened to an Ordinary General Meeting on 23 April 2024 at 10:00 a.m. at Salons des Arts et Métiers, 9bis, avenue d'Iéna - 75116 Paris, to decide on the following agenda:

1. Approval of the statutory financial statements for the year ended 31 December 2023,
2. Approval of the IFRS financial statements for the year ended 31 December 2023,
3. Allocation of net income for the year and setting of the dividend,
4. Statutory Auditors' special report on regulated agreements and approval of these agreements,
5. Reappointment of RSM PARIS as statutory auditors,
6. Reappointment of Mrs. Anne LANDON as member of the Supervisory Board,
7. Reappointment of Mr. Jean ESTIN as member of the Supervisory Board,
8. Reappointment of Mr. Dominique CERUTTI as member of the Supervisory Board,
9. Approval of the remuneration policy of the Management Board,
10. Approval of the remuneration policy for the President and members of the Supervisory Board,
11. Approval of the information referred to in I of article L. 22-10-9 of the French Commercial Code,
12. Say-on-pay vote on total remuneration (fixed, variable, and extraordinary) and benefits in kind, payable or awarded to Altamir Gérance, the Management Company, for the year ended 31 December 2023,
13. Say-on-pay vote on total remuneration (fixed, variable, and extraordinary) and benefits in kind, payable or awarded to Jean ESTIN, Chairman of the Supervisory Board, for the year ended 31 December 2023,
14. Authorization granted to the Management Company to buy back Company shares in accordance with Article L.22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, ceiling.
15. Powers to carry out formalities.

## Presentation of the resolutions

### **First resolution - Approval of the statutory financial statements for the year ended 31 December 2023**

After reviewing reports by the Management Company, the Supervisory Board and the Statutory Auditors for the year ended 31 December 2023, the shareholders approve the statutory financial statements as presented, which show a loss of €8 450 654,15.

### **Second resolution - Approval of the IFRS financial statements for the year ended 31 December 2023**

After reviewing reports by the Management Company, the Supervisory Board and the Statutory Auditors for the year ended 31 December 2023, the shareholders approve the IFRS financial statements as presented, which show a benefit of €28 251 229.

### **Third resolution - Allocation of net income for the year and setting of the dividend**

Acting on the proposal of the Supervisory Board, the shareholders decide to allocate the net loss of €8,450,654.15 for the financial year ended 31 December 2023 as follows:

- €106,878.66 to retained earnings, thereby reducing the credit balance thereof to zero
- €4,223,525.60 to the legal reserve, thereby reducing the balance of that account to €21,925,962.60, or 10% of share capital
- the remainder, i.e. €4,120,249.89 to "Other reserves", thereby reducing the balance of that account to €544,151,253.86.

Acting on the proposal of the Supervisory Board, the shareholders decide to distribute €39,433,285.08 from the "Other reserves" account to holders of ordinary shares, thereby reducing the balance of that account to €504,717,968.78.

The Shareholders note that the total gross dividend is set at **€1.08 per share**.

These dividends are paid from capital gains realised by the Company on equity investments held for more than two years. For individual shareholders residing in France, these distributed dividends do not qualify for the 40% tax exclusion provided for in Article 158-3-2 of the French Tax Code.

The ex-dividend date is 22 May 2024.

Dividends will be paid on **24 May 2024**.

In the event that the Company owns some of its own shares on the ex-dividend date, the amount corresponding to the dividends not paid in respect of these shares will be allocated to retained earnings.

The dividend portion relating to the General Partner and to holders of Class B preferred shares, calculated in accordance with the provisions of the Articles of Association, are nil for the 2023 financial year.

In accordance with the provisions of Article 243 bis of the French Tax Code, shareholders note that the following dividends and income were distributed in respect of the previous three financial years:

| FINANCIAL YEAR | INCOME NOT ELIGIBLE FOR EXCLUSION |                          | INCOME ELIGIBLE FOR EXCLUSION |
|----------------|-----------------------------------|--------------------------|-------------------------------|
|                | DIVIDENDS                         | OTHER INCOME DISTRIBUTED |                               |
| 2020           | €41,694,650 <sup>(1)</sup>        | €210,694                 | -                             |
| 2021           | €45,393,501 <sup>(2)</sup>        | €459,400                 | -                             |
| 2022           | €44,726,883 € <sup>(3)</sup>      | €588,178                 |                               |

<sup>(1)</sup> Comprising dividends of €1,896,242 for holders of Class B preferred shares, and €39,798,408 for holders of ordinary shares; the latter figure includes the amount of the dividend relating to treasury shares, which is not distributed and is instead allocated to retained earnings.

<sup>(2)</sup> Comprising dividends of €4,134,601 for holders of Class B preferred shares, and €41,258,900 for holders of ordinary shares; the latter figure includes the amount of the dividend relating to treasury shares, which is not distributed and is instead allocated to retained earnings.

<sup>(3)</sup> Comprising dividends of €5,293,598 for holders of Class B preferred shares, and €39,433,285 for holders of ordinary shares; the latter figure includes the amount of the dividend relating to treasury shares, which is not distributed and is instead allocated to retained earnings.

**INFORMATION**

In accordance with Altamir’s policy of paying 2%–3% of NAV (as at the end of the previous financial year) to holders of ordinary shares, the Supervisory Board proposes a **gross dividend of €1.08 per ordinary share, i.e. 3% of NAV on 31 December 2023**. It equals the dividend served in 2023 for the year ended 31 December 2022.

**Fourth resolution – Statutory Auditors’ special report on regulated agreements and commitments and ratification of these agreements**

At their Annual General Meeting, the Shareholders approved the new agreements presented to them in the Statutory Auditors' special report on regulated agreements and commitments.

**INFORMATION**

**A new agreement has been approved by the Supervisory Board:**

It relates to the **sale by Altamir to Amboise SAS of Altastory bonds** (sale ratified by the Supervisory Board on September 6, 2023).

As part of the sale of THOM, the seller had granted the buyers a vendor credit in the form of bonds issued by Altastory, THOM’s holding company. The new shareholders wished to settle this vendor credit in March 2023. Altamir then repurchased all the Altastory bonds

before syndicating part of them to the current shareholders of Altastory, including Amboise SAS.

Date: The sale was completed in April 2023.

Person concerned: Maurice Tchenio, CEO of Altamir Gérance and CEO of Amboise SAS.

Financial conditions: The sale of the bonds was made at face value plus accrued interest, under the same conditions as their acquisition.

Interest of the agreement for Altamir: Altamir, the main shareholder, only acted as an intermediary in the transaction.

The Supervisory Board of September 6, 2023, after examining the terms and conditions of this agreement, concluded that it was in the interest of the Company and authorized its conclusion.

### **Fifth resolution – Reappointment of RSM PARIS as statutory auditors**

On the proposal of the Supervisory Board, the Shareholders reappoint RSM PARIS - whose term of mandate expires at the end of this Annual General Meeting - as statutory auditor for a period of six financial years, that is, until the end of the Annual General Meeting to be held in 2030 and convened to approve the financial statements for the year 2029.

For the purposes of formalities, it is specified that the firm COREVISE (which was a SAS with its registered office at 26 rue Cambacérès, 75008 Paris, registered with the RCS of Paris under number 331 621 318) has been dissolved without liquidation, resulting, in accordance with the provisions of article 1844-5 paragraph 3 of the Civil Code, in the universal transfer of its assets to the benefit of the firm RSM Paris (SAS with its registered office at 26 rue Cambacérès, 75008 Paris, registered with the RCS of Paris under number 792 111 783).

The audit firm RSM has declared that it accepts its duties.

### **Sixth resolution – Reappointment of Mrs. Anne LANDON as member of the Supervisory Board**

The Shareholders reappoint Mrs. Anne LANDON as a member of the Supervisory Board for a two-year term expiring at the end of the Annual General Meeting called in 2026 to approve the financial statements for the previous year.

## INFORMATION

**Anne LANDON** – born 13/08/1959, lives in France – French nationality

Experience and expertise

Mrs. Landon is a member of the Executive Committee and the Management Committee of Banque Transatlantique, and a Director in charge of the Advisory Services.

A graduate of Sciences-Po Paris, Ms. Landon began her career at Banque Indosuez where she held various positions, first in the Investment Department, then successively Head of Origination in Equity Capital Markets, then Head of IPOs, then Head of Corporate Finance of the Consumer Goods and Leisure industry group. She joined Banque Transatlantique in 2005 where she oversees the Investment Solutions Department, including Private Equity, hedging, structured products and asset allocation. She is Chairman of Banque Transatlantique Belgium, a director of Dubly Transatlantique Gestion through CICOVAL, of which she is the permanent representative, and of Transatlantique Special Opportunities SICAV-RAIF as a permanent representative of Banque Transatlantique.

Independence

Mrs. Landon is considered independent according to the criteria of the AFEP-MEDEF Code.

Mandates and other roles over the last five years

- Board Member of Dubly Transatlantique Gestion as CICOVAL's permanent representation
- President of Banque Transatlantique Belgium since 07/2022
- Board Member of Transatlantique Special Opportunities (SICAV RAIF) as a permanent representant for Banque Transatlantique
- Member of the Executive Comittee (since 01/2023) and of the *Comité de Direction* at Banque Transatlantique
- Director of Advisory Services.

**Seventh resolution – Reappointment of Mr. Jean ESTIN as member of the Supervisory Board**

The Shareholders reappoint Mr. Jean ESTIN as a member of the Supervisory Board for a two-year term expiring at the end of the Annual General Meeting called in 2026 to approve the financial statements for the previous year.

|  |   |
|--|---|
| <b>INFORMATION</b>   |   |
| <b>Jean ESTIN</b> – born 29/08/1950, lives in France– French nationality |   |
| Experience and expertise   | <p>Mr. Estin is the President and Founder of Estin &amp; Co. He has more than 40 years of experience in strategy consulting and corporate management. Prior to founding Estin &amp; Co, he was successively at Boston Consulting Group, Deputy Managing Director of Carrier SA, Managing Director of Strategic Planning Associates Inc. in France and the United Kingdom, President Europe and Global Head of Executive Management Consulting at Mercer Management Consulting Inc. (now Oliver Wyman), Director of Mercer Management Consulting Inc. and The Mercer Consulting Group Inc. (New York).</p> <p>Mr Estin is a graduate of the École des Hautes Études Commerciales de Paris (HEC).</p> |
| Independence   | Mr. Estin is considered independent according to the criteria of the AFEP-MEDEF Code.   |
| Mandates and other roles over the last five years                        | <ul style="list-style-type: none"> <li>■ President of Estin &amp; Co SAS</li> <li>■ President of Société de Participations Estin &amp; Co SAS</li> <li>■ Managing Director at Estin &amp; Co Ltd</li> <li>■ Board Member at Estin &amp; Co Ltd</li> <li>■ Board Member at Estin &amp; Co Hong Kong Ltd</li> <li>■ Board Member at Estin &amp; Co SA.</li> </ul>   |

**Eight resolution – Reappointment of Mr. Dominique CERUTTI as member of the Supervisory Board**

The Shareholders reappoint Mr. Dominique CERUTTI as a member of the Supervisory Board for a two-year term expiring at the end of the Annual General Meeting called in 2026 to approve the financial statements for the previous year.

| <b>INFORMATION</b>   |  |
|--|--|
| <b>Dominique CERUTTI</b> – born on 03/01/1961, lives in France– French nationality |  |
| Experience and expertise   | <p>Mr. Cerutti is Chairman of Vistra and Tricor – two leading corporate services and fund administration firms.</p> <p>He is also Chairman of Adarna Ltd - one of the UK's largest independent cybersecurity companies, and a member of the Board of Directors of Idemia, the global leader in augmented identity.</p> <p>He was Chairman and Chief Executive Officer of the Altran Group from 2015 to 2020, during which time he and his teams transformed the group into a world leader in R&amp;D and engineering services. Prior to that, he spent more than 20 years with the IBM Group, then served as Deputy Chief Executive Officer and member of the Board of Directors of the New York Stock Exchange (NYSE) before becoming Chairman of the Management Board and Chief Executive Officer of Euronext, where he led its IPO in 2014. He is a graduate of ESTP.</p> |
| Independence   | Mr. Cerutti is considered independent according to the criteria of the AFEP-MEDEF Code.  |
| Mandates and other roles over the last five years                                  | <ul style="list-style-type: none"> <li>■ Member of the Supervisory Board - Altamir</li> <li>■ Chairman of Adarna Ltd</li> <li>■ Member of the Administration Board - Idemia</li> <li>■ Chairman of Tricor and Vistra.</li> </ul>   |

### **Ninth resolution – Approval of the remuneration policy of the Management Company**

The Shareholders, consulted in application of Article L.22-10-76 of the French Commercial Code, approve on the Management Company's remuneration policy, as presented in the report on corporate governance and appearing in paragraphs 2.2. and 2.2.2.1. of the 2023 Universal Registration Document.

| <b>INFORMATION</b>  |
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| The Management Company's remuneration is now defined in compliance with a policy whose terms are set by the general partners after consulting with the Supervisory Board. The policy is subject to approval at the General Meeting. |

The Management Company's remuneration, paid as a management fee, is comprised solely of a **fixed amount of €350,000 (excl. tax)**.

Remuneration for each financial year is now paid at the end of the Shareholders' Meeting called to approve the financial statements for that year and the elements of that remuneration.

#### **Tenth resolution – Approval of the remuneration policy for the President and the members of the Supervisory Board**

The Shareholders, consulted in application of Article L.22-10-76 of the French Commercial Code, approve the remuneration policy for the President and the members of the Supervisory Board, as presented in the report on corporate governance and appearing in paragraphs 2.2. and 2.2.1.1. of the 2023 Universal Registration Document.

#### **INFORMATION**

In compliance with Article 21 of the Company's Articles of Association, shareholders set annual **remuneration for members of the Supervisory Board at €290,000** at their General Meeting of 28 April 2017. This amount is valid for the current financial year unless otherwise voted by shareholders at their General Meeting.

The criteria set by the Board for the distribution of this amount are as follows:

- **40% unconditionally** (fixed portion)
- **60% depending on attendance** (variable portion).

In accordance with the Afep-Medef Code guidelines, the variable portion linked to attendance has a heavier weighting than the fixed portion.

The members of the Audit Committee and the Chairman of the Supervisory Board receive additional remuneration related to their functions.

#### **Eleventh resolution – Approval of the information indicated in I of the Article L.22-10-9 of the French Commercial Code**

The shareholders, consulted in application of the Article L.22-10-77 I of the French Commercial Code, approve the information indicated in I of the Article L.22-10-9 of the French Commercial Code as presented in the report on corporate governance and appearing in paragraph 2.2 of the 2023 Universal Registration Document.

#### **Twelfth resolution – Say-on-pay vote on total remuneration (fixed, variable, and extraordinary) and benefits in kind, payable or awarded to Altamir Gérance, the Management Company, for the year ended 31 December 2023**

The Shareholders, consulted in application of Article L.22-10-77 II, approve the total remuneration (fixed, variable, and extraordinary) and benefits in kind, payable or awarded for the year ended 31 December 2023 to Altamir Gérance, the Management Company, as presented in the Paragraph 2.4.8 of the 2023 Universal Registration Document.



## INFORMATION

Shareholders are asked to issue a favorable opinion on the remuneration payable or awarded for the year ended 31 December 2023 to Altamir Gérance, Managing Company of Altamir, as presented below.

| Remuneration components submitted to a vote | Amounts paid during the financial year | Amounts attributed to the financial year | Presentation   |
|---|--|--|--|
| Fixed remuneration                          | €350,000                               | €350,000                                 | Amount in accordance with the new remuneration policy approved in 2020 |
| Annual variable remuneration                | N/A                                    | N/A                                      | N/A  |

### **Thirteenth resolution – Say-on-pay vote on total remuneration (fixed, variable, and extraordinary) and benefits in kind, payable or awarded to Jean Estin, Chairman of the Supervisory Board, for the financial year ended 31 December 2023**

The shareholders, consulted in application of Article L.22-10-77 II of the French Commercial Code, approve the total remuneration (fixed, variable, and extraordinary) and benefits in kind, payable or awarded for the year ended 31 December 2023 to Jean Estin, Chairman of the Supervisory Board, as presented in Paragraph 2.4.8 of the 2023 Universal Registration Document.

## INFORMATION

Jean ESTIN has been Chairman of the Supervisory Board since 1 January 2021.

Shareholders are asked to issue a favorable opinion on the remuneration payable or awarded for the year ended 31 December 2023 to Jean Estin, as presented below.

| Remuneration payable or attributed for the most recent financial year | Amounts paid during the financial year | Amounts attributed to the financial year | Presentation   |
|---|--|--|--|
| Remuneration as a member of the Supervisory Board                     | €62,000                                | €62,000                                  | Mr. ESTIN is Chairman of the Supervisory Board and attended all of the Board's meetings in 2023. |

#### **Fourteenth resolution – Authorization granted to the Management Company to buy back Company shares in accordance with Article L.22-10-62 of the French Commercial Code**

The Shareholders, having reviewed the Management Report, authorize the Management Company for a period of 18 months, in accordance with Articles L.225-10-62 et seq. and L.225-210 et seq. of the French Commercial Code, to purchase on one or more occasions, at such times as it determines, a number of the Company's shares not exceeding 1% of its share capital, to be adjusted as necessary to reflect any capital increases or decreases occurring during this period.

This authorization replaces the authorization given to the Management Company by the Shareholders on 25 April 2023, by virtue of the twelfth resolution pertaining to the Ordinary Meeting.

The shares may be purchased by an investment services provider to ensure secondary market activity and liquidity in Altamir shares, under a liquidity contract that complies with market practice as approved by the regulatory authorities. In this case, the number of shares used to calculate compliance with the abovementioned limit is the number of shares purchased less the number of shares resold.

The share purchases may be carried out by any means, including by acquiring blocks of shares and at times determined by the Management Company.

The Management Company may not, without prior authorization from shareholders, use this authorization during a tender offer initiated by a third party involving the Company's securities until the end of the tender offer period.

The Company does not intend to use options or derivative instruments.

The maximum purchase price is set at €38 per share. In the event of a transaction on the share capital, such as a share split, reverse split or distribution of bonus shares to shareholders, the aforementioned price will be adjusted proportionally by multiplying it by a coefficient equal to the ratio of the number of shares making up the share capital before and after the transaction.

The maximum amount that may be repurchased is set at €13,874,674.

The Shareholders grant full powers to the Management Company to carry out these transactions, define the related terms and conditions, enter into any and all agreements and carry out all formalities.

#### **INFORMATION**

This resolution allows the Company to buy back its own shares within the limits set by the shareholders and in accordance with the law. It replaces the authorizations of the same nature previously granted by the shareholders at each General Meeting.

The characteristics of the proposed share buyback program are similar to those of the previous program, that is, a **maximum purchase price set at €38** per share, the maximum amount of the transaction being consequently set at €13,874,674.

This share buyback program is used within the framework of a liquidity contract entrusted by Altamir to ODDO BHF, to ensure the trading activity in the secondary market and the liquidity of Altamir shares.

**Fifteenth resolution – Powers to carry out formalities**

The Shareholders grant full powers to the bearer of a copy or extract of these minutes to carry out all filing and publication formalities required by law.