

This English version has been prepared for the convenience of English-speaking readers.  
It is a translation of the original French *Avis de convocation* published for the Company's General Meeting.  
It is intended for general information only and in case of discrepancies the French original shall prevail.

## BELIEVE

French joint-stock company (*société anonyme*) with Board of Directors  
with share capital of €. 488 911,33  
Registered office: 24, rue Toulouse Lautrec, 75017, Paris, France  
Registered with the Paris Trade and Companies Registry under number 481 625 853

The convening notice was published at the French official legal announcement publication (*Bulletin des Annonces légales obligatoires*) on June 10<sup>th</sup>, 2024, Bulletin no. 70, under number 2402539, and is available on the Company's website.

## CONVENING NOTICE

The shareholders of Believe (the "**Company**") are hereby invited to attend the Company's Annual Ordinary and Extraordinary General Meeting (the "**General Meeting**"), which will take place at 15:00 pm (Paris time) on Wednesday, 26 June 2024 at the Espace, 73, rue d'Anjou – 75008 Paris, France, to consider and vote upon the agenda items and proposed resolutions presented hereafter.

## AGENDA

1. Approval of the financial statements for the year ended December 31, 2023.
2. Approval of the consolidated financial statements for the year ended December 31, 2023.
3. Allocation of the Company's profit.
4. Approval of the Statutory Auditors' special report on related-party agreements referred to in article L. 225-38 of the French Commercial Code.
5. Renewal of the term of office of Mrs. Anne-France Laclide-Drouin as Director for a period of four (4) years.
6. Renewal of the appointment of ACA NEXIA as Statutory Auditor for a term of six (6) financial years.
7. Non-renewal of the term of office of PIMPANEAU & ASSOCIES as alternate statutory auditor.
8. Appointment of KPMG as Statutory Auditor in charge of certifying sustainability information for a period of one (1) financial year.
9. Approval of the information disclosed pursuant to article L. 22-10-9, I of the French Commercial Code relating to the compensation of corporate officers.
10. Approval of the components of remuneration and benefits paid during or allocated in respect of 2023 to Denis Ladegaillerie, Chairman and Chief Executive Officer.
11. Approval of the 2024 compensation policy for the Chairman and Chief Executive Officer.
12. Approval of the 2024 remuneration policy for members of the Board of Directors.
13. Authorisation to be granted to the Board of Directors, for a period of 18 months, to trade in the Company's shares.
14. Authorisation to be granted to the Board of Directors, for a period of 26 months, to reduce the share capital of the Company by cancelling treasury shares.
15. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by capitalising reserves, profits, premiums or any other amount that may be capitalised.
16. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, with preemptive subscription rights, shares and/or equity securities giving

- access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued.
17. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued with a priority subscription period, by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code.
  18. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued with an optional priority subscription period, by way of public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code.
  19. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, by way of public offers as referred to in section 1 of Article L.411-2 of the French Monetary and Financial Code.
  20. Authorisation to be granted to the Board of Directors, for a period of 26 months, in the event of an issue without preemptive subscription rights by public offers, in order to set the issue price in accordance with the terms and conditions set by the General Meeting, up to a limit of 10% of the share capital per year.
  21. Authorisation to be granted to the Board of Directors, for a period of 26 months, to increase the amount of issues, with or without preemptive subscription rights.
  22. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing shares and/or equity securities giving access to other equity securities and/or carrying rights to the allocation of debt securities and/or securities giving access to equity securities to be issued, in consideration for contributions in kind.
  23. Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital of the Company by issuing, without preemptive subscription rights, shares in the Company reserved for members of an employee savings plan.
  24. Delegation of authority to the Board of Directors, for a period of 18 months, to increase the share capital of the Company by issuing shares, without preemptive subscription rights, in favor of a specific category of beneficiaries.
  25. Authorisation to be granted to the Board of Directors, for a period of 38 months, to award shares in the Company to officers and employees of the Company and its affiliates, automatically entailing the waiver by shareholders of their preemptive subscription rights.
  26. Authorisation to be granted to the Board of Directors, for a period of 38 months, to award options to subscribe to or purchase Company shares for the benefit of officers and employees of the Company and its affiliates, automatically entailing the waiver by shareholders of their preemptive subscription rights.
  27. Powers to carry out formalities.

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The notice of meeting, including the text of the resolutions submitted to this General Meeting, was published at the French official legal announcement publication (*Bulletin des Annonces légales obligatoires*) on May 17<sup>th</sup>, 2024, Bulletin no. 60, under number 2401823, and is available on the Company's website.

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## ATTENDANCE AT THE ANNUAL GENERAL MEETING

### 1. PREREQUISITES FOR ATTENDING THE GENERAL MEETING

All shareholders, regardless of the number of shares they own, have the right to take part in the General Meeting in accordance with the conditions and procedures laid down by the law and regulations in force. Pursuant to article R.22-10-28 of the French Commercial Code, participation in the General Meeting is only permitted for shareholders who can prove their shareholder status at least two business days before the date of the General Meeting, the "*record date*", i.e. **Monday June 24, 2024, at 00:00 (Paris time)**:

- **for registered shareholders**, by registration of the shares in their name in the registered share accounts held for the Company by its registrar, Uptevia ;
- **for holders of bearer shares**, by registration of the shares in their name or in the name of the intermediary registered on their behalf, in the bearer share accounts held by the authorised banking or financial intermediary. The registration of shares must be evidenced by a certificate of participation issued by the authorised banking or financial intermediary, attached to (i) the postal voting form or proxy form, or (ii) the request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Pursuant to Article R.22-10-28 of the French Commercial Code, any shareholder may sell all or some of his or her shares, after casting a postal vote, sending in a proxy or requesting an admission card or certificate of participation, prior to the Meeting.

In this case :

- if the transfer of ownership occurs before midnight (Paris time) on **Monday June 24, 2024**, the Company will invalidate or amend, as appropriate, the vote, the proxy, the admission card or certificate of attendance. To this end, the banking or financial intermediary will notify Uptevia of the transfer of ownership and provide it with the necessary information,
- if the transfer of ownership occurs after midnight (Paris time) on **Monday June 24, 2024**, it will not be taken into consideration by Uptevia, notwithstanding any agreement to the contrary.

Shareholders are informed of the risk that shares acquired close to the *record date* may be entered in the register after that date, even if they have been entered several days before the *record date*.

For more information on this subject, we invite you to read the French financial markets authority (*Autorité des marchés financiers – AMF*) press release published on February 26, 2021 on this subject.

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## INFORMATION CONCERNING THE TENDER OF SHARES TO THE SIMPLIFIED PUBLIC OFFER INITIATED BY THE CONSORTIUM

Shareholders wishing to tender their shares to the simplified tender offer initiated by Upbeat BidCo (the ‘Offeror’) for the shares of the Company in issue or to be issued other than shares held, directly or indirectly, by the Offeror, which was the subject of a compliance decision by the French financial markets authority (AMF) on 30 May 2024 (the ‘Offer’), may do so from the opening date of the Offer, i.e. Monday 3 June 2024, for a period of 15 trading days, i.e. until 21 June 2024 included, in one of the following two ways:

- **by way of the procedure for tendering shares in the Offer directly through the market** : Believe's shareholders wishing to tender their shares in the Offer through the market sale procedure must submit their sale order no later than the last day of the Offer and the delivery-settlement of the shares sold will occur on the second trading day following the day of execution of the orders, it being noted that the trading costs (including brokerage fees and related VAT) relating to such transactions will remain entirely at the expense of the shareholder selling directly on the market.

Shareholders are informed of the uncertainties set out above regarding the transfer of ownership, which could have an impact on their wishes as expressed at the General Meeting concerning the shares sold.

- **by way of the procedure for tendering in the semi-centralised Offer**: Believe shareholders wishing to tender their shares in the semi-centralised Offer by Euronext Paris must submit their tender order no later than the last day of the Offer (subject to specific time limits for certain financial intermediaries). The settlement-delivery will then occur after completion of the semi-centralisation transactions. In this context, the Offeror will bear the shareholders' brokerage fees under the conditions described in Section 2.12 of the Offer Document, available in the “Regulated Information” section of Believe's website.

The transfer of ownership of the shares tendered to the Offer in the semi-centralised Offer by Euronext Paris will take place on the settlement-delivery date, which is scheduled for Thursday 4 July 2024.

In this case, **shareholders will still be able to take part in the General Meeting** in one of the ways described below, provided that **they still own their shares on the date of the General Meeting**, even though they have previously ordered their shares to be tendered to the Offer in semi-centralised form by Euronext Paris.

For more information, please refer to the ‘Public Offer’ section of the ‘Regulated Information’ section of Believe's website.

### 2. HOW TO ATTEND THE ANNUAL GENERAL MEETING

Any shareholder meeting the above conditions may take part in the General Meeting by attending in person, voting by mail or electronically (Internet), or by appointing the Chairman of the Meeting or a third party as his or her proxy.

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

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In accordance with article R.22-10-28 III of the French Commercial Code, Shareholders who have already elected to vote by post or online, who have granted proxy or who have applied for an entrance card, may not subsequently take part in the Meeting by any other means.

Shareholders may not under any circumstances return both a proxy form and a postal or online voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the postal or online voting form.

### ***Physical attendance at the Annual General Meeting***

To facilitate access for shareholders wishing to attend the General Meeting in person, we recommend that they obtain an admission card prior to the meeting, which can be obtained as follows:

#### ***Request for admission card by post***

##### **Registered shareholders :**

- Registered shareholders (pure or administered) who have not opted for e-convocation will automatically receive the form by mail enclosed with the notice of meeting brochure, which they must complete, specifying that they wish to obtain an admission card to attend the General Meeting in person, and return the duly completed and signed form to Uptevia, Service des Assemblées Générales, 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, France.

**To be taken into consideration, requests for admission cards sent by post must be received by Uptevia by Monday 24 June 2024 at the latest.**

**Shareholders are advised not to wait until the deadline to request their admission card, otherwise they may not receive it in time to participate in the General Meeting.**

##### **Bearer shareholders**

- Holders of bearer shares should contact their bank or financial intermediary, indicating that they wish to attend the General Meeting in person, and request a certificate attesting to their status as a shareholder (attestation de participation) on the date of the request. The bank or financial intermediary will forward this certificate to Uptevia, which will send the admission card directly to the bearer shareholder.

If you have not received your admission card by the two-business day before the General Meeting, i.e. **Monday June 24, 2024**, you must request a certificate of attendance from your bank or financial intermediary, or you may attend the General Meeting in person for the registered shareholders.

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[Request an admission card online](#)

- **registered shareholders** (pure or administered) can make their request online via the secure VOTACCESS platform accessible via the Planetshares website: <https://planetshares.uptevia.pro.fr>
  - Holders of **direct registered** shares should log on to the Planetshares website using their usual access codes.
  - Holders of **intermediary registered** shares will be able to log on to the Planetshares website using the ID number at the top right of their paper voting form.

If the shareholder no longer has his/her login and/or password, he/she can click on "*Password forgotten or not received*" and follow the instructions on the screen to obtain the connection password, or contact the toll-free number +33 (0)1 57 43 02 30.

After logging in, registered shareholders should follow the on-screen instructions to access the VOTACCESS website and request an admission card.

- **bearer shareholders** should find out whether their bank or financial intermediary has subscribed to the VOTACCESS website and, if so, whether access is subject to any special conditions of use. Please note that only bearer shareholders whose bank or financial intermediary has subscribed to the VOTACCESS website will be able to request their admission card online.

If the shareholder's bank or financial intermediary is connected to the VOTACCESS site, the shareholder must log on to the Internet portal of his bank or financial intermediary using his/her usual access codes.

They must then click on the icon that appears on the line corresponding to their Believe shares and follow the on-screen instructions to access the VOTACCESS website and request an admission card.

**In order to be taken into account, request an admission card online must be sent from the opening of the VOTACCESS platform, i.e. from Monday 10 June 2024 at 9:00 a.m., Paris time, until Tuesday 25 June 2024 at 3:00 p.m., Paris time.**

On the day of the General Meeting, all shareholders must provide proof of this status and of their identity during registration formalities.

***Postal or proxy voting***

Shareholders who do not wish or are unable to attend the General Meeting in person may :

- vote by mail or online ;
- grant proxy to the Chairman of the General Meeting, or
- grant proxy to a third party.

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#### Postal voting or proxy voting

- **registered shareholders** (pure or administered) should return the single postal voting form or proxy form sent with the notice of meeting brochure, to the following address: Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.
- **holders of bearer shares** should obtain the postal voting form or proxy form from their bank or financial intermediary. Once completed, the bearer shareholder's bank or financial intermediary will forward the postal voting form or proxy form to Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, together with the certificate of participation it has drawn up.

**In order to be taken into account, postal voting forms or proxy forms sent by post and accompanied, if applicable, by the certificate of participation, must be received by Uptevia, General Meetings Department, by Monday 24 June 2024 at the latest.**

**Shareholders are advised not to wait until the deadline approaches to send in their postal voting forms or proxy forms so that they are received by Uptevia within the regulatory time limit before being taken into account.**

Shareholders are reminded that if they wish to appoint a third party as their proxy, they must complete and sign the voting form, giving their full name and address and those of the proxy.

The shareholder may revoke the appointment of his or her proxy, it being specified that the revocation must be made in the same way as for the appointment of the proxy, in accordance with articles L.225-106 and R.225-79 of the French Commercial Code.

To appoint a new proxy after revocation, the shareholder must ask Uptevia (if he/she is a registered shareholder) or his/her bank or financial intermediary (if he/she is a bearer shareholder) to send him/her a new proxy voting form marked "*Change of proxy*", and must return it in such a way that Uptevia can receive it no later than, by way of derogation, two calendar days (instead of the regulatory three) before the date of the Meeting, i.e. by **Monday 24 June 2024 at the latest**.

#### Voting online

Shareholders may also send their voting instructions online before the General Meeting, on the VOTACESS website, under the conditions described below:

- **Registered shareholders :**
  - **Registered** shareholders wishing to vote online should log on to the Planetshares website <https://planetshares.uptevia.pro.fr> using their usual access code, in the same way as for consulting their account on the Planetshares website.
  - **Registered** shareholders can log on to the Planetshares website using their login number, which can be found at the top right-hand corner of the attendance form sent with the notice of meeting.

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If the shareholder no longer has his/her login and/or password, he/she can click on "*Password forgotten or not received*" and follow the instructions on the screen to obtain the connection password, or contact the toll-free number +33 (0)1 57 43 02 30.

After logging in, registered shareholders must follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- **bearer shareholders** should find out whether or not their bank or financial intermediary is connected to the VOTACCESS site and, if so, whether access is subject to any special conditions of use.

If the shareholder's bank or financial intermediary is connected to the VOTACCESS site, the shareholder must log on to the Internet portal of his/her bank or financial intermediary using his/her usual access codes. They must then click on the icon appearing on the line corresponding to their Believe shares and follow the on-screen instructions to access the VOTACCESS site and vote, appoint or revoke a proxy.

**In order to be taken into account, remote online votes must be made from the opening of the VOTACCESS platform, i.e. from Wednesday June 10, 2024 at 9:00 a.m., Paris time, until Tuesday June 25, 2024 at 3:00 p.m., Paris time.**

However, in order to avoid any bottlenecks on the VOTACCESS site, shareholders are advised not to wait until the day before the Meeting to vote.

#### Online proxy

Notification of the appointment and revocation of a proxy may also be made **online**, as follows:

- **Registered shareholders :**
  - Shareholders should make their request via the <https://planetshares.uptevia.pro.fr> website, by logging on as described above under "*Voting by electronic means*", depending on whether they are registered shareholders or administered shareholders.

After logging in, the shareholder must follow the on-screen instructions to access the VOTACCESS website to appoint or revoke a proxy.

- **Bearer shareholders :**
  - If the financial intermediary has joined VOTACCESS :  
If the bearer shareholder's bank or financial intermediary has signed up to VOTACCESS, the shareholder must connect to the portal of his or her account-holding institution to access the VOTACCESS service.
  - If the financial intermediary has not joined VOTACCESS :  
If the bearer shareholder's bank or financial intermediary is not connected to the VOTACCESS site, it

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is specified that notification of the appointment and revocation of a proxy may nevertheless be made by electronic means in accordance with the provisions of articles R.225-79 and R.22-10-24 of the French Commercial Code, in accordance with the following procedures:

- the shareholder should send an e-mail to the following address [Paris\\_France\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_France_CTS_mandats@uptevia.pro.fr). This e-mail must contain the following information: name of the Company concerned (Believe), date of the Meeting (Wednesday June 26, 2024), surname, first name, address and bank details of the principal, as well as the surname, first name and, if possible, the address of the proxy;
- shareholders must ask their bank or financial intermediary managing their share account to send written confirmation to Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex, to be received no later than **3 p.m.** (Paris time) on **Tuesday, June 25, 2024**, the day before the Meeting.

**In order to be taken into account, online proxies or revocations of proxies must be formulated from the opening of the VOTACCESS platform, i.e. from Monday 10 June 2024 at 9:00 a.m., Paris time, until Tuesday 25 June 2024 at 3:00 p.m., Paris time.**

#### **REQUESTS FROM SHAREHOLDERS FOR THE INCLUSION OF DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA**

Reasoned requests for the inclusion of items or draft resolutions on the agenda by shareholders meeting the legal conditions in force should be sent to the registered office, by registered letter with acknowledgement of receipt, or electronically to the following address: [investors@believe.com](mailto:investors@believe.com), from the date of publication of the notice of meeting, i.e. 17 May 2024, and be received by the Company by Saturday 1 June 2024 at the latest.

These requests had to be accompanied by :

- certificate(s) of ownership or representation by the applicant(s) of the percentage of share capital required under article R. 225-71 of the French Commercial Code;
- the text of the draft resolutions; and
- if appropriate, a brief explanatory statement.

The list of items added to the agenda and the text of the draft resolutions will be published in the section dedicated to the General Meeting on the Société [General Meeting](#) website, in accordance with the provisions of article R.22-10-23 of the French Commercial Code.

Shareholders are also reminded that consideration by the General Meeting of the items on the agenda and the resolutions that will be presented is subject to the submission by interested parties, no later than the two business day before the meeting, i.e. **Monday 24 June 2024, at midnight (Paris time)**, of a new certificate proving that their shares are registered in an account under the same conditions as those set out above.

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## **WRITTEN QUESTIONS**

In accordance with the provisions of article R. 225-84 of the French Commercial Code, Shareholders are entitled to submit written questions no later than **midnight on Thursday June 20, 2024**, the fourth business day before the date of the General Meeting, by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors at the Company's registered office, or by e-mail to [investors@believe.com](mailto:investors@believe.com), it being specified that such questions must be accompanied by a certificate of share ownership.

## **SHAREHOLDERS' RIGHT OF COMMUNICATION**

In accordance with the applicable legal and regulatory provisions, the documents and information which must be made available to shareholders in connection with this General Meeting are available, preferably by appointment, at the Company's registered office at 24 rue Toulouse Lautrec 75017 Paris, France.

All the information and documents required under article R. 22-10-23 of the French Commercial Code will be published on the Company's website ([General Meeting 2024](#)).

*Board of Directors*