

Majorel Group Luxembourg S.A.

Société anonyme

Registered office: 18, Boulevard de Kockelscheuer
L-1821 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B227626

(the "Company")

GENERAL MEETING OF THE COMPANY

HELD ON 22 JUNE 2023 AT 2:00 P.M. CEST

**AT HOTEL NOVOTEL LUXEMBOURG KIRCHBERG, 6 RUE DU FORT NIEDERGRÜNEWALD,
L-2226 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

The General Meeting of shareholders of the Company is opened at 2:00 P.M. CEST (the "**General Meeting**"), under the chairmanship of Mr. Moulay M'hamed Elalamy. The chairman designates as secretary Mr. Carsten Opitz, residing in Luxembourg, and as scrutineer Mr. Markus Laue, residing in Germany, all present and agreed.

The chairman notes that the meeting is held in person and is broadcasted via video conference initiated from Luxembourg.

The chairman declares and the General Meeting agrees:

- a) that the shareholders present or represented and the number of their shares are shown on an attendance list signed by the board of the General Meeting based on the proxy forms and the voting forms received and will remain attached to the present deed as annex;
- b) that it appears from such attendance list that out of the total one hundred million (100,000,000) of the Company's shares (each a "**Share**") issued and recorded as of 8 June 2023 at 00:00 CEST, eighty eight million five hundred thousand eighty six seven hundred and sixteen (**88,586,718**) Shares are present or represented in the General Meeting;
- c) that all shareholders have been duly convened to the General Meeting by publication in the RESA (*Recueil Electronique des Sociétés et Associations*), the Luxembourg newspaper Tageblatt, and the Financial News Service of the Luxembourg Stock Exchange on 19 May 2023, and that the convening notice was separately dispatched by regular mail to (i) the members of the management board of the Company ("**Management Board**"), (ii) the members of the supervisory board of the Company ("**Supervisory Board**") and (iii) the independent auditor;
- d) that certain documents have been made available as provided by law on the Company's website at <https://www.majorel.com> and at the Company's registered office in Luxembourg on the day of publication of the convening notice in the Luxembourg official gazette (*Recueil Electronique des Sociétés et Associations*) and until the day of the General Meeting.

The chairman notes that no questions were submitted by shareholders to the Company in writing in advance of the meeting.

The General Meeting was informed about the context in which TELEPERFORMANCE SE announced its intent to launch a voluntary public takeover offer for all shares in the Company.

AGENDA

1. Presentation of the combined consolidated management report of the Company regarding the annual accounts of the Company (the “**Annual Accounts**”) and the consolidated financial statements (the “**Consolidated Financial Statements**”) for the financial year ended 31 December 2022.
2. Presentation of the report of the independent auditor (*réviseur d’entreprises agréé*) of the Company regarding the Annual Accounts and the Consolidated Financial Statements.
3. Approval of the Annual Accounts.
4. Acknowledgement of the profit of the Company made with respect to the financial year ended 31 December 2022 and allocation of the results of the Company for the financial year ended 31 December 2022.
5. Approval of the Consolidated Financial Statements.
6. Granting of discharge (*quitus*) to the members of the management board of the Company (the “**Management Board**”), for the execution of their mandates during the financial year ended 31 December 2022.
7. Granting of discharge (*quitus*) to the members of the supervisory board of the Company (the “**Supervisory Board**”), for the execution of their mandates during the financial year ended 31 December 2022.
8. (i) Acknowledgement of the resignation of Mr. Jörn Caumanns as class A member of the Supervisory Board with effect as of 26 August 2022 and of the co-optation by the Supervisory Board of Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the same date to fill in the vacancy until the date of the next general meeting of shareholders and (ii) decision to appoint Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.
9. (i) Acknowledgement of the resignation of Ms. Ghita Lahlou as class B member of the Supervisory Board with effect as of 12 December 2022 and of the co-optation by the Supervisory Board of Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of 16 December 2022 to fill in the vacancy until the date of the next general meeting of shareholders and (ii) decision to appoint Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general

meeting of shareholders approving the annual accounts relating to the financial year ending on of 31 December 2024 to be held in 2025.

10. Acknowledgement of the expiration of the mandate of KPMG Luxembourg SA, *société anonyme*, having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B149133, as independent auditor (*réviseur d'entreprises agréé*) of the Company (the "**Independent Auditor**") and renewal of the mandate of the Independent Auditor for a period ending at the general meeting of shareholders approving the annual accounts and the consolidated financial statements relating to the financial year ending on 31 December 2023 to be held in 2024.
11. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board for the financial year ended 31 December 2022.
12. Decision to ratify the increase of the aggregate annual base salary of the members of the Management Board from EUR 1,000,000 to EUR 1,250,000 effective as of 1 January 2023, which constitutes an increase of 25% from the former aggregate annual base salary (and an aggregate 25% increase of the total direct compensation for the members of the Management Board, taking into account the split between base salary, short-term incentive and long-term incentive as set out in the Company's remuneration policy for the members of the Management Board), following the proposal made by the Supervisory Board in December 2022 in order to align the Management Board's compensation with current market levels.
13. Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board applicable as from 1 January 2023.

Agenda Item No. 1 - First Resolution

[No resolution required.]

Agenda Item No. 2 - Second Resolution

[No resolution required.]

Agenda Item No. 3 - Third Resolution

The General Meeting resolves as follows:

"The General Meeting approves the Annual Accounts."

This resolution has been adopted as follows:

In favour: 88,585,173

Against: 0

Abstentions: 1,545

Agenda Item No. 4 - Fourth Resolution

The General Meeting resolves as follows:

“The General Meeting acknowledges that (i) the Company made a profit with respect to the financial year ended 31 December 2022 in an aggregate amount of EUR 131,792,628 (one hundred thirty-one million seven hundred ninety-two thousand six hundred twenty-eight euros) and (ii) the profit carried forward from previous financial year amounts to EUR 670,496 (six hundred seventy thousand four hundred ninety-six euros), so that the aggregate amount of profit amounts to EUR 132,463,124 (one hundred thirty-two million four hundred sixty-three thousand one hundred twenty-four euros) (the “**Profit**”).

The General Meeting approves the distribution of a dividend in an amount of EUR 0.68 (sixty-eight euro cents) per share resulting in an aggregate dividend distribution in an amount of EUR 68,000,000 (sixty-eight million euros) out of the Profit.

The General Meeting approves that the dividend of EUR 0.68 (sixty-eight euro cents) per share shall be payable as follows:

Ex-Date	26 June 2023
Record date	27 June 2023
Payment Date	18 July 2023

The General Meeting approves to carry forward the resulting balance of profits in an aggregate amount of EUR 64,463,124 (sixty-four million four hundred sixty-three thousand one hundred twenty-four euros) to the next financial year.”

This resolution has been adopted as follows:

In favour: 88,586,718

Against: 0

Abstentions: 0

Agenda Item No. 5 - Fifth Resolution

The General Meeting resolves as follows:

“The General Meeting approves the Consolidated Financial Statements.”

This resolution has been adopted as follows:

In favour: 88,585,173

Against: 0

Abstentions: 1,545

Agenda Item No. 6 - Sixth Resolution

The General Meeting resolves as follows:

“The General Meeting approves that discharge (*quitus*) is granted to the members of the Management Board, for the execution of their mandates during the financial year ended 31 December 2022.”

This resolution has been adopted as follows:

In favour: 84,833,454

Against: 3,298,257

Abstentions: 455,007

Agenda Item No. 7 - Seventh Resolution

The General Meeting resolves as follows:

“The General Meeting approves that discharge (*quitus*) is granted to the members of the Supervisory Board, for the execution of their mandates during the financial year ended 31 December 2022.”

This resolution has been adopted as follows:

In favour: 84,807,446

Against: 3,324,265

Abstentions: 455,007

Agenda Item No. 8 - Eighth Resolution

The General Meeting resolves as follows:

“The General Meeting (i) acknowledges the resignation of Mr. Jörn Caumanns as class A member of the Supervisory Board with effect as of 26 August 2022 and the co-optation by the Supervisory Board of Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the same date to fill in the vacancy until the date of the next general meeting of shareholders and, (ii) following the suggestion of the Supervisory Board, approves the appointment of Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of

the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.”

This resolution has been adopted as follows:

In favour: 84,396,311

Against: 3,736,945

Abstentions: 453,462

Agenda Item No. 9 - Nineth Resolution

The General Meeting resolves as follows:

“The General Meeting (i) acknowledges the resignation of Ms. Ghita Lahlou as class B member of the Supervisory Board with effect as of 12 December 2022 and the co-optation by the Supervisory Board of Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of 16 December 2022 to fill in the vacancy until the date of the next general meeting of shareholders and, (ii) following the suggestion of the Supervisory Board, approves the appointment of Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.”

This resolution has been adopted as follows:

In favour: 84,396,311

Against: 3,736,945

Abstentions: 453,462

Agenda Item No. 10 - Tenth Resolution

The General Meeting resolves as follows:

“The General Meeting acknowledges the expiration of the mandate of the Independent Auditor as independent auditor (*réviseur d'entreprises agréé*) of the Company and approves the renewal of the mandate of the Independent Auditor for a period ending at the general meeting of shareholders approving the annual accounts and the consolidated financial statements relating to the financial year ending on 31 December 2023 to be held in 2024.”

This resolution has been adopted as follows:

In favour: 88,586,718

Against: 0

Abstentions: 0

Agenda Item No. 11 - Eleventh Resolution

The General Meeting resolves as follows:

“The General Meeting resolves to pass an advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board for the financial year ended 31 December 2022.”

This resolution has been adopted as follows:

In favour: 86,736,878

Against: 1,849,840

Abstentions: 0

Agenda Item No. 12 - Twelfth Resolution

The General Meeting resolves as follows:

“The General Meeting resolves to ratify the increase of the aggregate annual base salary of the members of the Management Board from EUR 1,000,000 to EUR 1,250,000 effective as of 1 January 2023, as proposed by the Supervisory Board.”

This resolution has been adopted as follows:

In favour: 81,295,921

Against: 6,696,500

Abstentions: 594,297

Agenda Item No. 13 – Thirteenth Resolution

The General Meeting resolves as follows:

“The General Meeting resolves to pass an advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board applicable as from 1 January 2023.”

This resolution has been adopted as follows:

In favour: **81,285,649**

Against: **7,281,929**

Abstentions: **19,140**

There being no other business, the General Meeting closes at 14:57 P.M. CEST.

[signature page to follow]

*Signature page to the minutes of the annual general meeting of the shareholders of Majorel
Group Luxembourg S.A. held on 22 June 2023*

Mr. Moulay M'hamed
Elalamy

Mr. Carsten Opitz

Mr. Markus Laue

Acting as Chairman

Acting as Secretary

Acting as Scrutineer