

AGENDA

Resolutions within the competence of the Ordinary Shareholders' Meeting

- Presentation of the management report of the Board of Directors on the company's activity during the year ended March 31, 2024,
- Presentation of the special report prepared by the Chairman of the Board of Directors in accordance with the provisions of Article L. 225-37 of the French Commercial Code,
- Presentation of the reports of the Statutory Auditors on the accounts for the financial year and on the agreements referred to in Article L. 225-38 of the French Commercial Code,
- Approval of the financial statements for the year ended March 31, 2024,
- Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code,
- Allocation of profit for the year ended March 31, 2024,
- Discharge of the Directors from their management mandate,
- Approval of the component of the remuneration paid during the year ended March 31, 2024 to the company directors,
- Renewal of the term of office as Principal Statutory Auditor of EMARGENCE AUDIT,
- Renewal of the term of office as Alternate Statutory Auditor of FIABILITY,
- Extension of the Company's Purpose by introducing à Sens of Purpose as per Article 1835 of the Civil Code,
- Granting of powers for completing the necessary formalities,
- Any other business.

Resolution within the competence of the Extraordinary Shareholders' Meeting

- Amendment of Article 2 of the Bylaws

DRAFT TEXT OF RESOLUTIONS

Resolutions within the competence of the Ordinary Shareholders' Meeting

First resolution – (Approval of the company accounts for the year ended 31/03/2024)

After having taken note of the management report of the Board of Directors, the report of the Statutory Auditor on the financial statements for the year ended March 31, 2024, and the additional explanations provided verbally, the general meeting approved all parts of these reports, the financial statements, the balance sheet, and the notes on the financial statements for said financial year, as presented.

It therefore approved the transactions reflected in those financial statements and summarised in those reports.

It discharged directors in office over the period from April 1, 2023 to March 31, 2024 from their management for the past financial year.

Second Resolution – (Allocation of profit)

After hearing the management report of the Board of Directors, the general meeting noted that the result for the year ended March 31, 2024 shows a net accounting profit of €343 169,73.

On the proposal of the Board of Directors, the general meeting decided to allocate this net accounting profit as follows:

In its entirety, €343 169,73
to the “Other reserves” account
which appears on the liabilities side of the annual account for an amount of €1 956 421,31
to bring it to the sum of €2 299 591,04

After allocation, the stockholder’s equity accounts will appear as follows:

STOCKHOLDER’S EQUITY ACCOUNTS	AMOUNT IN EUROS (€)
Capital stock	3 560 939,00
Statutory reserves	389 000,00
Other reserves	2 299 591,04
TOTAL	6 249 530,04

Third Resolution – (Distribution of dividends for the last three financial years)

In accordance with the provisions of Article 243 bis of the French General Tax Code, the general meeting reiterated that the company has not distributed any dividends for the last three financial years.

Fourth Resolution – (Approval of the regulated agreements referred to in Article L 225-38 of the French Commercial Code)

After hearing the reading of the special report of the Statutory Auditors on the regulated agreements referred to in Article L. 225-38 of the French Commercial Code and ruling on this report, the general meeting noted that:

- 1) – No new agreement or new commitments falling within the scope of Article L 225-38 of the French Commercial Code have been signed for the past financial year.
- 2) – Agreements and commitments approved in previous financial years and whose execution continued during the financial year ended 31/03/2024:

Shareholder concerned: Indivision Maurice JABLONSKY
Type: Abandonment of current account in 2001/2002 for €457,347 under a better fortune clause
Terms: reimbursement due when the JAJ Group has generated a net profit after tax equal to or greater than one million euros, for two consecutive years.
The claim must be repaid from the end of the second financial year showing the thresholds set above; under these conditions, the sum must be repaid over a period not exceeding two years, without interest.

Fifth Resolution – *(Approval of the component of the remuneration paid during the year ended March 31, 2024 to the company directors)*

The general meeting, having reviewed the Board of Directors' Report, approves, pursuant to Article L.22-10-34 II. of the French Commercial Code, the fixed components making up the total remuneration and benefits of any kind paid during the fiscal year ended March 31, 2024 to Mr. Bruno DAUMAN, Charmain and Chief Executive Officer, as presented in Section 4.1 of the corporate governance.

Sixth Resolution – *Renewal of the term of office as Principal Statutory Auditor of EMARGENCE AUDIT*

The general meeting, on the recommendation of the Board of Directors, decide to the renew for a period of six fiscal years the term of office as a Principal Statutory Auditor of EMARGENCE AUDIT, having its head office at 141 avenue de Wagram, PARIS (75017), registered under number 338 339 872 RCS PARIS represented by Mr Yann-Eric PULM, which will expire at the end of the Ordinary General Meeting held to approve the Financial Statements for the fiscal year ending March 31, 2030.

Seventh Resolution - *Renewal of the term of office as Alternate Statutory Auditor of FIABILITY*

The general meeting, on the recommendation of the Board of Directors, decide to the renew for a period of six fiscal years the term of office as an Alternate Statutory Auditor of FIABILITY, having its head office at 141 avenue de Wagram, PARIS (75017), registered under number 484 880 422 RCS PARIS represented by Mr Julien TOKARZ, which will expire at the end of the Ordinary General Meeting held to approve the Financial Statements for the fiscal year ending March 31, 2030.

Eighth Resolution - *Extension of the Company's Purpose by introducing a Raison d'Etre as per Article 1835 of the Civil Code*

The general assembly, having reviewed the report of the Board of Directors, decides to extend the Corporate's Purpose and adopt a Raison d'Etre as per Article 1835 of the Civil Code as follows:

JAJ Group, iconic brands for all generations, leaving a lasting mark in the history of fashion, not in nature.

Resolution within the competence of the Extraordinary Shareholders' Meeting

Ninth Resolution - *Amendment of Article 2 of the Bylaws*

The general assembly, in accordance with the decision made in the eighth resolution above, decides to amend Article 2 of the Bylaws as follows:

The previous title and text are annulled and replaced by the new title and text as follows:

"Article 2 – COMPANY'S PURPOSE – RAISON D'ETRE

2-1 – Company's purpose

The purchase, importation, sale, exportation, trading in all its forms, commission, and brokerage related to everything concerning clothing for men, women, and children, all textile articles without restriction or reservation, shoes, leather goods, and accessories;

and, generally, all industrial, commercial, or financial operations, movable or immovable, that can be directly or indirectly related, in whole or in part, to the corporate purpose and to any similar or related objects.

The company's participation in all French or foreign enterprises or companies, whether established or to be established, that can be directly or indirectly related to the corporate purpose or to any similar or related objects, including enterprises or companies whose corporate purpose might contribute to achieving the company's corporate purpose, by any means, including through contributions, subscriptions, or purchases of shares, equity, or partnership interests, mergers, joint ventures, alliances, or partnerships.

2-2 – RAISON D'ETRE

JAJ Group, iconic brands for all generations, leaving a lasting mark in the history of fashion, not in nature.”

Tenth Resolution - *(Granting of powers for completing the necessary formalities)*

The general meeting conferred all powers on the bearer of an original or a certified copy of these minutes for the purpose of completing the legal and regulatory publication formalities.