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## **Exclusive Networks SA**

### **Statutory Auditors' report on the authorization to grant free shares (existing or to be issued)**

Combined Shareholders' Meeting of June 21, 2022– 13<sup>th</sup>  
resolution

## **Exclusive Networks SA**

20, quai du Point du Jour, 92100 BOULOGNE-BILLANCOURT  
RCS Nanterre 839 082 450

## **Statutory Auditors' report on the authorization to grant free shares (existing or to be issued)**

Combined Shareholders' Meeting of June 21, 2022– 13<sup>th</sup> resolution

*This is a free translation into English of the statutory auditor's report issued in French and is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

To the combined Exclusive Networks SA Shareholders' Meeting

As statutory auditors of your company (the "Company") and pursuant to the engagement set forth in Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed authorization to grant free shares, existing or to be issued, to employees or certain categories of employees determined by the Board of Directors from among eligible employees and corporate officers of the Company or related companies within the meaning of Article L. 225-197-2 of the French Commercial Code, a transaction on which you are asked to vote.

Free share grants performed pursuant to this authorization may not exceed a number of shares representing 1.7% of the Company's share capital (i.e. €124,408.08), it being stipulated that, subject to the performance conditions set by the Board of Directors at the recommendation of the Appointments and Compensation Committee in the context of the compensation policy approved by shareholders pursuant to Article L.22-10-8 of the French Commercial Code, free share grants to corporate officers of the Company pursuant to this authorization may not exceed 11.14% of the aforementioned overall ceiling, which will be deducted from the ceiling of 1.7% of the Company's share capital.

Based on its report, your Board of Directors proposes that you confer on it the authority for a period of 38 months, as from the date of this Shareholders' Meeting, to grant free shares, existing or to be issued.

It is the responsibility of the Board of Directors to prepare a report on the transaction that it wishes to carry out. Our responsibility is to express our comments, if any, on the information that is given to you on the planned transaction.

We performed the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. Those procedures primarily consisted in

verifying that the proposed terms and conditions presented in the Board of Directors' report comply with applicable legal provisions.

We have no comments on the information presented in the Board of Directors' report on the proposed authorization to grant free shares.

Paris La Défense, May 30, 2022

The Statutory Auditors

Mazars

Deloitte & Associés

Marc Biasibetti

Jean-Marie le Guiner