

ADLPartner: combined general meeting on 11 December 2020

- **Exceptional dividend of €0.45 per share, to be paid out on 18 December**
- **Simplification of the governance structure and appointment of three new directors**

In the changing context of the Covid-19 epidemic and the fight to stop its spread, the combined general meeting was held today as a closed session, chaired by Mr Philippe Vigneron, ADLPartner Group Supervisory Board Chairman. The quorum was 82.6%. The shareholders, who voted by post, by email or by proxy, approved all 19 of the resolutions put forward by the Group's Management Board.

Exceptional dividend

The general meeting decided to pay out an exceptional dividend of €0.45 per share, following the decision in June this year to not distribute an ordinary dividend for 2019 in the context of uncertainty linked to the Covid-19 epidemic. For this exceptional dividend, the ex-dividend date has been set for 16 December 2020 and it will be released for payment on 18 December 2020.

Approval of the change of governance structure

The shareholders decided to change the company's governance structure, moving from a limited company with a management board and supervisory board to a limited company with a board of directors. This change aims to simplify the Group's operational decision-making processes, in line with updates to its strategy and organization around six business divisions.

The resolutions concerning the resulting amendment of the Company's bylaws, the transfer to the Board of Directors of the authorizations and delegations granted by the general meeting to the Management Board, as well as the compensation policy for the Chairman and CEO and the corporate officers, were also approved.

Appointment of the Board of Directors

The general meeting decided to appoint 11 directors (five women and six men) to the new Board of Directors for a three-year term of office through to the end of the ordinary general meeting convened in 2023 to deliberate on the accounts for the year ending 31 December 2022.

The previous members of the Management Board and Supervisory Board were reappointed as Directors, with the exception of Mr Olivier Riès, who decided to retire, and Mr Xavier Bouton and Ms Isabelle Spitzbarth, who had previously indicated their intention to stand down from their positions for personal reasons.

The general meeting also appointed three new independent directors: Ms Delphine Grison, Mr Stéphane Treppoz and Mr Xavier Gandillot. Their appointment will further strengthen the Board's areas of expertise and its considerations in connection with its decisions.

Lastly, the general meeting decided to appoint Mr Dinesh Katiyar as an observer for a three-year term of office.

Appointment of the Chairman and CEO and the Vice-Chairman

The Board of Directors met following the general meeting and appointed Mr Bertrand Laurioz as Chairman and Chief Executive Officer. Mr Philippe Vigneron was appointed as Vice-Chairman of the Board of Directors and Honorary Chairman.

The Board of Directors also decided to create three advisory committees and determined their composition:

- Audit Committee, made up of Ms Robin Smith, Ms Delphine Grison and Mr Roland Massenet, its Chairman.
- Appointments and Compensation Committee, made up of Mr Philippe Vigneron, Mr Xavier Gandillot and Ms Robin Smith, its Chairwoman.
- Development Committee, made up of Mr Stéphane Treppoz, Mr Roland Massenet, Mr Dinesh Katiyar and Mr Bertrand Laurioz, its Chairman.

The quorum conditions and detailed voting results are available on the French version of the company's website at: <https://www.adlperformance.com/fr/assemblees-generales>

Biographies of the three new directors

Ms Delphine Grison

Ms Delphine Grison, 52, has been Chairwoman of DGTL Conseil since 2014, carrying out consulting missions through this company, and a Director of Solocal since 2017, after serving as a Director of Asmodée Holding from 2014 to 2018. Since 2015, she has been Chief Marketing and Data Intelligence Officer at CBRE France, following 15 years in the media, notably heading up Lagardère Active's digital business unit.

Ms Delphine Grison is an ENS graduate (1987), has a PhD in quantum physics (1992), and is a Ponts et Chaussées engineer (1994).

Mr Stéphane Treppoz

Mr Stéphane Treppoz, 54, is an entrepreneur, investor and company director. He began his career in the US, initially with Arthur Andersen in New York, before moving in 1990 to the American subsidiary of Meccano as Vice-President then President. His career then took him to France, with Générale des Eaux, which later became Vivendi. While there, he launched the first broadband internet access trial based on a cabled network in the city of Nice. In 1998, following Vivendi's takeover of AOL France, he became CEO of AOL France until 2004. While operating as a consultant with the investment fund Wendel Investissement, he worked with Sarenza, a startup specialized in e-commerce for shoes, becoming its Chairman then its leading shareholder from 2007 to 2018, when Sarenza was sold to Monoprix. In 2008, he founded ISAI, an investment fund for internet entrepreneurs, with Pierre Kosciuzko-Morizet, Geoffroy Roux de Bézieux, Christophe Raynaud and Ouriel Ohayon.

Mr Stéphane Treppoz is an HEC graduate (1989).

Mr Xavier Gandillot

Mr Xavier Gandillot, 60, began his career with Boston Consulting Group, where he had various roles including head of the technology practice for the Paris and Brussels offices, advising major European clients on strategic issues. He then held various international executive positions with American and European internet, technology and media companies, including Alcatel, Dell, Neuf Telecom, Cdiscount and Wolters-Kluwer, served as Chairman of the French Association of Professional Press Publishers and was a Director of the French National Federation of Specialist Press Publishers.

Today, he heads up his own management consulting firm, Twice Again, which helps ambitious midscale technological companies to meet their strategic challenges.

Mr Xavier Gandillot is an Ecole Polytechnique and Telecom Paris graduate.

Next date

- 2020 full-year net sales on 26 February 2021 (after close of trading)

ADLPartner in brief

With its extensive cross-channel marketing track record and deep data expertise, the ADLPartner Group designs, markets and implements customer acquisition, loyalty and relationship management services on its own behalf or for its partners across all distribution channels. The Group works with 50% of the companies from the CAC 40 and large numbers of mid-market firms. The ADLPartner Group recorded net sales of €139m in 2019 and employs more than 500 people.

ADLPartner is listed on the regulated market Euronext Paris – Compartment C.
ISIN: FR0000062978–ALP - Bloomberg: ALP:FP – Reuters: ALDP.PA

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