Vilmorin & Cie SA
Public limited company with Board of Directors
with a capital of 349,488,703 euros
Head Office: 4, Quai de la Mégisserie – F-75001 PARIS
SIREN Paris 377 913 728
Fiscal year from July 1st to June 30th
Euronext Paris (Compartment A) – Eligible for Deferred Settlement Order
Indices: CAC Small, CAC Mid & Small and CAC All-Tradable



December 12, 2022

RESULT OF THE VOTE ON THE RESOLUTIONS OF THE COMBINED ANNUAL GENERAL MEETING (ORDINARY AND EXTRAORDINARY) OF DECEMBER 9, 2022

- Number of shares comprising the capital stock: 22,917,292.
- Number of shares with voting rights: 22,913,271.
- Number of shareholders present, represented or having voted by correspondence at the Ordinary Annual General Meeting: 848.
- Number of **shares** present, represented or having voted by correspondence at the **Ordinary** Annual General Meeting: 19,833,475.
- Number of **votes** present, represented or having voted by correspondence at the **Ordinary** Annual General Meeting: 35,534,614.
- Number of shareholders present, represented or having voted by correspondence at the Extraordinary Annual General Meeting: 847.
- Number of shares present, represented or having voted by correspondence at the Extraordinary Annual General Meeting: 19,833,386.
- Number of votes present, represented or having voted by correspondence at the Extraordinary Annual General Meeting: 35,534,525.

RESOLUTIONS OF AN ORDINARY NATURE

First resolution

Approval of the annual corporate financial statements - approval of non-tax-deductible expenses and charges

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,521,606	99.99
Against	2,382	0.01
Abstention	10,626	-
Total	35,534,614	100.00

Second resolution

Regulatory agreements

Result of the vote

Number of shares	% of capital stock	
19,833,475	86.56	

	Number of Votes	% Total Votes
For	35,509,620	99.93
Against	24,783	0.07
Abstention	211	-
Total	35,534,614	100.00

Third resolution

Application of the profits

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,533,250	>99.99
Against	1,216	<0.01
Abstention	148	-
Total	35,534,614	100.00

Fourth resolution

Approval of consolidated financial statements for the fiscal year

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,521,491	99.99
Against	2,609	0.01
Abstention	10,514	-
Total	35,534,614	100.00

Fifth resolution

Fixing the amount for the fees of the Board Members for fiscal year 2021-2022

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,147,738	98.92
Against	384,866	1.08
Abstention	2,010	-
Total	35,534,614	100.00

Sixth resolution

Approval of the provisional appointment of a Board Member – Mr. Eric GRELICHE

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	34,346,406	96.66
Against	1,186,072	3.34
Abstention	2,136	-
Total	35,534,614	100.00

Seventh resolution

Approval of the provisional appointment of a Board Member – Mr. Pierre-Antoine RIGAUD

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	34,359,517	96.70
Against	1,173,095	3.30
Abstention	2,002	-
Total	35,534,614	100.00

Eighth resolution

Renewal of the term of office of a Board Member – Mrs. Marie-Yvonne CHARLEMAGNE

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,424,367	99.69
Against	108,559	0.31
Abstention	1,688	-
Total	35,534,614	100.00

Ninth resolution

Authorization given to the Board of Directors to allow the Company to buy back treasury shares within the framework of article L.22-10-62 of the French Commercial Code

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

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	Number of Votes	% Total Votes
For	35,525,129	99.98
Against	6,929	0.02
Abstention	2,556	-
Total	35,534,614	100.00

Tenth resolution

Issue of bonds and other assimilated debt securities

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,529,728	99.99
Against	4,370	0.01
Abstention	516	1
Total	35,534,614	100.00

Eleventh resolution

Decision on the components of the remuneration granted for fiscal year 2021-2022 to the Chairman and CEO

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,440,675	99.81
Against	67,517	0.19
Abstention	26,422	-
Total	35,534,614	100.00

Twelfth resolution

Approval of the compensation policy applicable to corporate officers

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	34,041,127	95.80
Against	1,491,471	4.20
Abstention	2,016	-
Total	35,534,614	100.00

Thirteenth resolution

Approval of information concerning the compensation of corporate officers as mentioned in I of article L.22-10-9 of the French Commercial Code

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,121,264	98.90
Against	389,502	1.10
Abstention	23,848	-
Total	35,534,614	100.00

Fourteenth resolution

Approval of the fixed and variable components of total compensation and benefits of any kind paid or allocated up until October 13, 2021 to Mr. Daniel JACQUEMOND, Delegate CEO

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	34,041,439	95.80
Against	1,490,827	4.20
Abstention	2,348	-
Total	35,534,614	100.00

Fifteenth resolution

Approval of the fixed and variable components of total compensation and benefits of any kind paid or allocated as of October 13, 2021 up until June 30, 2022 to Mr. Franck BERGER, Delegate CEO

Result of the vote

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,437,684	99.80
Against	69,764	0.20
Abstention	27,166	-
Total	35,534,614	100.00

RESOLUTIONS OF AN EXTRAORDINARY NATURE

Sixteenth resolution

Delegation of authority to issue, **with** pre-emptive subscription rights, ordinary shares and/or securities providing access, immediately and/or when due, to Company shares or to shares in a company in which it directly or indirectly holds more than half the capital stock, or debt securities in particular such as bonds with an option of conversion and/or exchange for new or existing shares

Number of shares	% of capital stock
19,833,386	86.56

	Number of Votes	% Total Votes
For	34,021,565	95.74
Against	1,512,653	4.26
Abstention	307	-
Total	35,534,525	100.00

Seventeenth resolution

Delegation of authority to issue, **without** pre-emptive subscription rights by public offer, of ordinary shares and/or securities providing access immediately and/or when due, to Company shares or shares in a company in which it directly or indirectly holds more than half the capital stock, or debt securities in particular such as bonds with an option of conversion and/or exchange for new or existing shares

Result of the vote

Number of shares	% of capital stock
19,833,386	86.56

	Number of Votes	% Total Votes
For	33,923,428	95.47
Against	1,610,769	4.53
Abstention	328	-
Total	35,534,525	100.00

Eighteenth resolution

Delegation of authority to issue, without pre-emptive subscription rights, ordinary shares and/or securities providing access immediately and/or when due, to the Company's capital stock or the capital stock of a company in which it directly or indirectly holds more than half the capital stock, by private placement as defined in the first paragraph of article L. 411-2 of the French Monetary and Financial Code

Result of the vote

Number of shares	% of capital stock
19,833,386	86.56

	Number of Votes	% Total Votes
For	34,112,489	96.00
Against	1,421,558	4.00
Abstention	478	-
Total	35,534,525	100.00

Nineteenth resolution

Global limit of the total amount to be issued

Number of shares	% of capital stock
19,833,386	86.56

	Number of Votes	% Total Votes
For	35,486,512	99.87
Against	47,193	0.13
Abstention	820	-
Total	35,534,525	100.00

Twentieth resolution

Delegation of authority given to the Board of Directors to increase the capital stock by issuing ordinary shares and/or securities providing access to the capital stock, without pre-emptive rights, to participants in the Company savings plan, pursuant to articles L. 3332-18 et seq. of the French Labor Code

Result of the vote

Number of shares	% of capital stock
19,833,386	86.56

	Number of Votes	% Total Votes
For	2,276,482	6.41
Against	33,257,626	93.59
Abstention	417	-
Total	35,534,525	100.00

RESOLUTION OF AN ORDINARY NATURE

Twenty-first resolution

Delegation of powers to carry out corporate formalities

Number of shares	% of capital stock
19,833,475	86.56

	Number of Votes	% Total Votes
For	35,531,733	99.99
Against	2,661	0.01
Abstention	220	-
Total	35,534,614	100.00