

WELCOME

Annual Shareholders'
General Meeting 2020

Wavestone videoconference | July 28, 2020



SPEAKERS



MICHEL DANCOISNE

Chairman of the Supervisory Board



PASCAL IMBERT

CEO



PATRICK HIRIGOYEN

General Director



TIPHANIE BORDIER

CFO



OLIVIA GUEGUEN

Meeting Secretary



Wavestone: independent pure player in consulting



Independent **pure player**

Clients who are **leaders** in their sectors

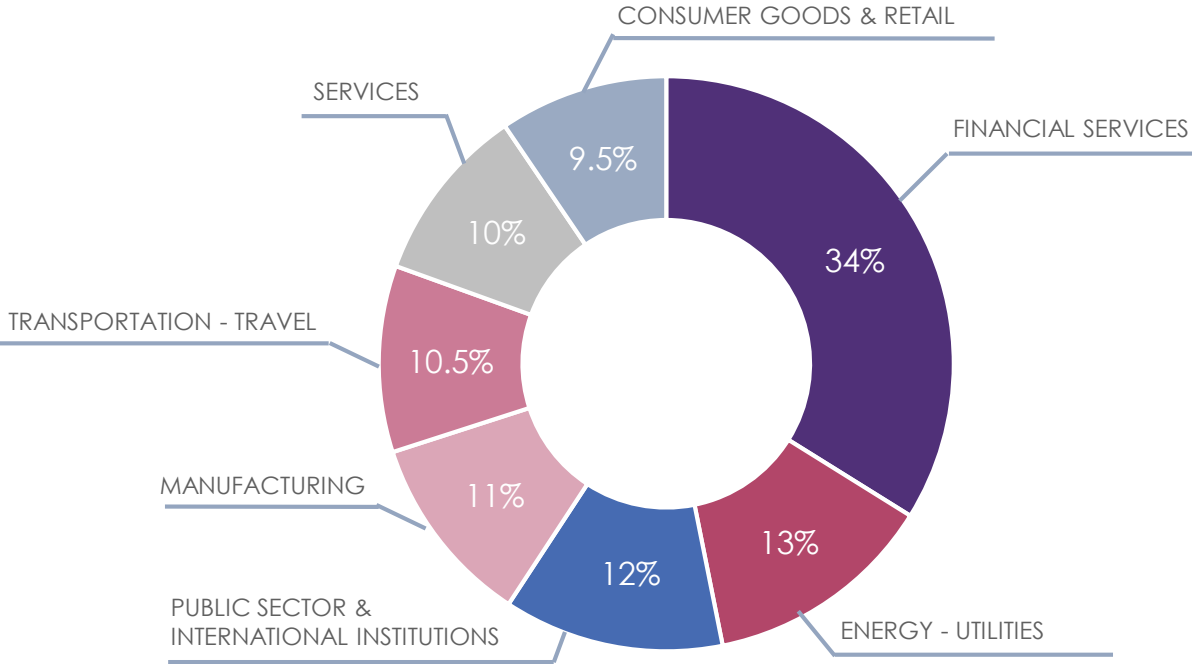


12 offices across 8 countries



+3,000 employees

Distribution of revenue at March 31, 2020



2019/20 REVENUE	
FRANCE	85%
INTERNATIONAL	15%

TOP-20 CLIENTS 2019/20	
SNCF	9%
EDF	7%
SOCIETE GENERALE	7%
CREDIT AGRICOLE	4%
BNP PARIBAS	4%
LA POSTE	4%
TOTAL	3%
UGAP	3%
AXA	3%
BPCE	2%
ENGIE	2%
L'OREAL	2%
SANOFI	2%
PSA	1%
SAINT GOBAIN	1%
RENAULT	1%
MINISTRY OF THE ECONOMY	1%
BLUCORA	1%
MINISTRY OF THE ARMED FORCES	1%
BPI FRANCE	1%



A photograph of the Chicago skyline at sunset, with the city lights reflecting on the water. The sky is a mix of orange, pink, and blue.

Annual Shareholders' General Meeting 2020

ACTIVITY AND 2019/20 FISCAL YEAR HIGHLIGHTS



+8% annual growth in 2019/20

Revenue	2019/20	2018/19	Change	Change at constant scope ¹ and on a constant forex basis
<i>In €m - consolidated audited data</i>				
12 months	422.0	391.5	+8%	+2%

(1) Metis Consulting has been consolidated since 11/01/2018 and WGroup since 08/01/2019

- / Annual revenue of €422m in 2019/20, an increase of +8%
 - > benefiting from forex effects of +€1.5m, an impact of +0.4 percentage points
- / On a constant scope and forex basis, annual growth was +2%
- / Impact of Covid-19: about -€2m

A reduction in consultant utilization rate, but sales prices remain strong

	2019/20 fiscal year (12 months)	2018/19 fiscal year (12 months)	
Consultant utilization rate	71%	75%	▶ 71% over the whole fiscal year, while absorbing the effects of a dynamic recruitment plan Under pressure in Q4 (69%)
Average daily rate (ADR)	€878	€872	▶ Increase in ADR driven by WGroup About a -1% decline with WGroup excluded
Order book	3.5 months	3.6 months	▶ 3.3 months at the end of H1 2019/20

A workforce of nearly 3,500 employees at the end of 2019/20

- / Continued proactivity in recruitment in 2019/20...
 - > about 900 gross hires achieved during the year
- / ...until the decision was made in mid-March to freeze all new recruitment
 - > but with no interruption to ongoing trial periods
- / A continuing reduction in staff turnover rate
 - > 14% in 2019/20 (vs. 18% in 2018/19)
- / 3,498 employees at March 31, 2020
 - > compared with 3,094 at March 31, 2019



WGroup: a highly successful first fiscal year



Acquisition, in July 2019, of WGroup – a consulting firm that operates in the US

- > IT and digital transformation of large companies
- > Healthcare and Insurance, Media & Entertainment, Global Manufacturing, Retail, and Financial Services



A very good first fiscal year

- > integration project on track
- > excellent level of activity and realization of the first commercial synergies



A new dimension in Wavestone's US activity in 2019/20

WGROUP. becomes WAVESTONE

The W in WGroup now stands for Wavestone, but our commitment to excellence and your success has not changed.

Some notable projects



AXA

Transformation of Motor and Home assistance activities in Europe



Major pharmaceutical company

Digitalization of the drug-manufacturing value chain



European Commission

Evaluation of the NIS Directive (cybersecurity)



**The French Government
Financial Information Agency**

Testing of electronic invoicing between companies

A wide-angle photograph of the Chicago skyline at sunset. The sky is a mix of orange, pink, and blue, with soft clouds. The city's skyscrapers are illuminated with warm lights, and their reflections are visible on the calm water in the foreground. The overall mood is serene and professional.

Annual Shareholders' General Meeting 2020

FINANCIAL RESULTS 2019/20 FISCAL YEAR



EBIT margin in line with the 13.2% target

Consolidated audited data at 03/31 (in €m)	2019/20	2018/19	<i>Change</i>
Revenue	422.0	391.5	<i>+8%</i>
EBIT	55.7	55.2	<i>+1%</i>
<i>EBIT margin</i>	<i>13.2%</i>	<i>14.1%</i>	
Amortization of client relationships	(1.6)	(2.3)	
Other operating income and expenses	(0.6)	(0.5)	
Operating income	53.5	52.4	<i>+2%</i>
Cost of net financial debt	(2.2)	(1.7)	
Other financial income and expenses	(1.2)	(0.1)	
Income tax expenses	(19.0)	(19.9)	
Group share of net income	31.1	30.8	<i>+1%</i>
<i>Net margin</i>	<i>7.4%</i>	<i>7.9%</i>	

Available cash of more than €65m; net financial debt of less than €30m

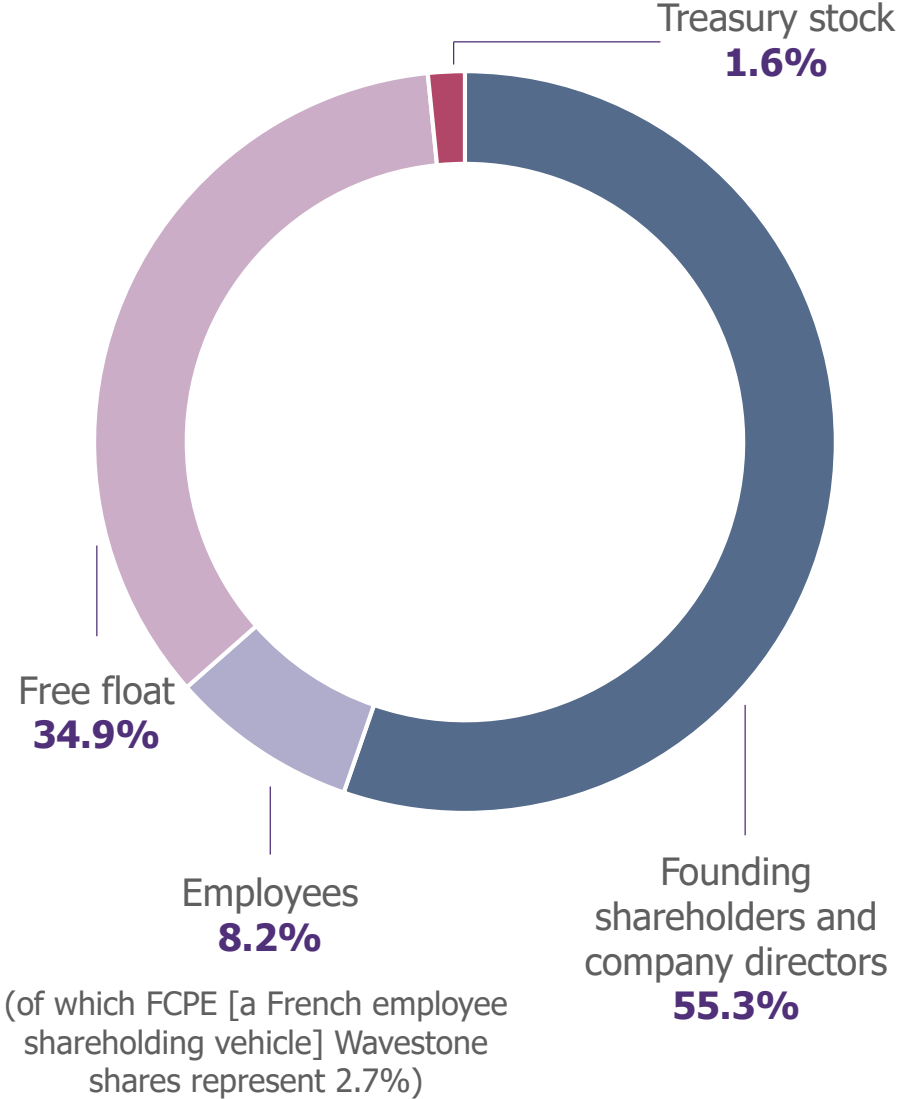
Consolidated audited data at 03/31 (in €m)	03/31 2020	03/31 2019
Non-current assets	232.8	177.4
of which goodwill	166.5	140.6
of which rights to use leased assets	30.6	-
Current assets	151.7	156.1
of which trade receivables	128.4	130.4
Cash and cash equivalents	65.1	50.7
TOTAL ASSETS	449.6	384.2

Consolidated audited data at 03/31 (in €m)	03/31 2020	03/31 2019
Shareholders' equity	177.1	150.8
of which minority interests	0.0	0.0
Financial liabilities	94.3	89.4
of which less than one year	38.2	23.7
Lease liabilities	37.7	-
Non-financial liabilities	140.5	144.0
TOTAL LIABILITIES	449.6	384.2

Net debt: €29.1m

compared with €38.7m at March 31, 2019

Breakdown of share capital at March 31, 2020



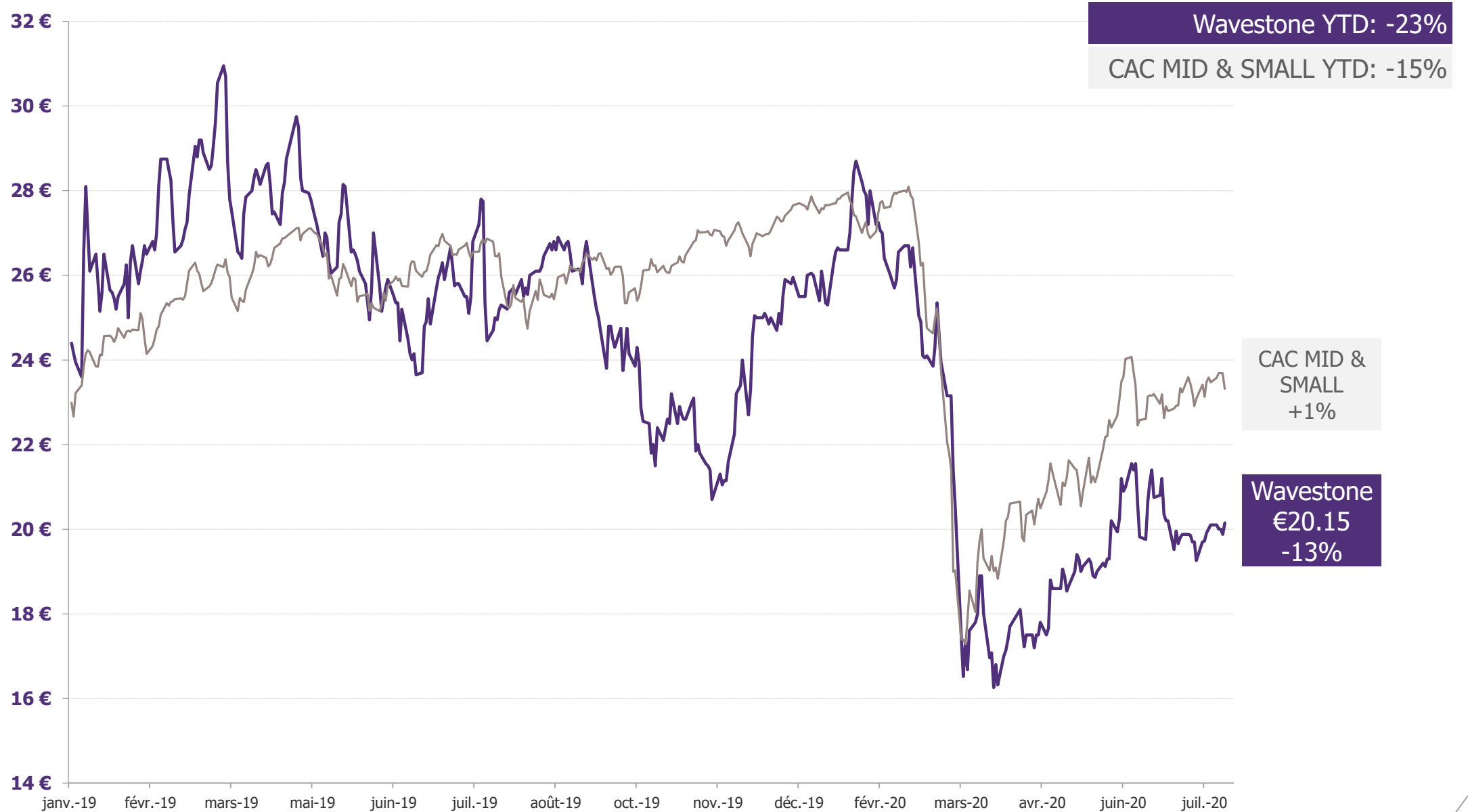
Number of shares: **20,196,492**

No potential dilution

No dividend to be proposed at the general meeting of July 28, 2020

Creation in April 2020 of the Wavestone Individual Shareholders Advisory Committee (6 members)

A rebound since April, without getting back to pre-Covid stock prices



Data as of 07/24/2020 – CAC MID & SMALL rebased on Wavestone's opening price at December 31, 2018

A wide-angle photograph of the Chicago skyline at sunset. The sky is a mix of orange, pink, and blue, with soft clouds. The city's skyscrapers are illuminated with warm lights, and their reflections are visible on the calm water of Lake Michigan in the foreground. The overall mood is serene and professional.

Annual Shareholders' General Meeting 2020

RECENT NEWS AND OUTLOOK



Covid-19 epidemic, an abrupt change in the the market

A major shock on the consulting market



Immediates measures

- / Consulting market expected down -16% in Europe¹
- / Business activity reduced by about -15%, compared with the pre-Covid situation

- / Recruitment freeze
- / Use of vacation-leave measures
- / Implementation of short-time working arrangements
- / Suspension of dividend
- / Renunciation of part of their remuneration by the members of the Management and Supervisory Boards

¹ Source : Source Global Research

→ LAUNCH OF A BATTLE PLAN TO FACE 2020

Wavestone's battle plan for 2020 (1/2)

/ Strong revitalization of business development activity

- > strengthening of business development teams
- > accelerated prospecting

/ Efforts directed toward the most resilient business sectors

PHARMACEUTICALS

FINANCIAL SERVICES

UTILITIES

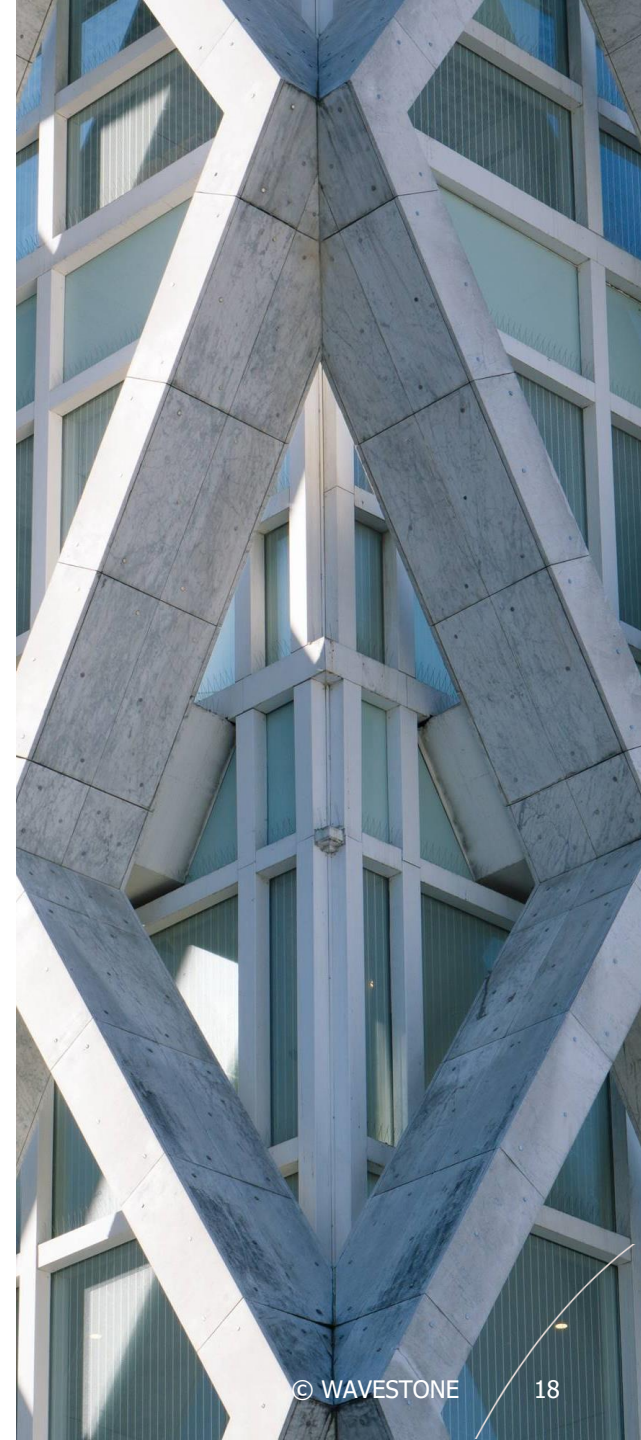
PUBLIC SECTOR

/ A focus on service offerings that address the challenges of the period

CYBERSECURITY

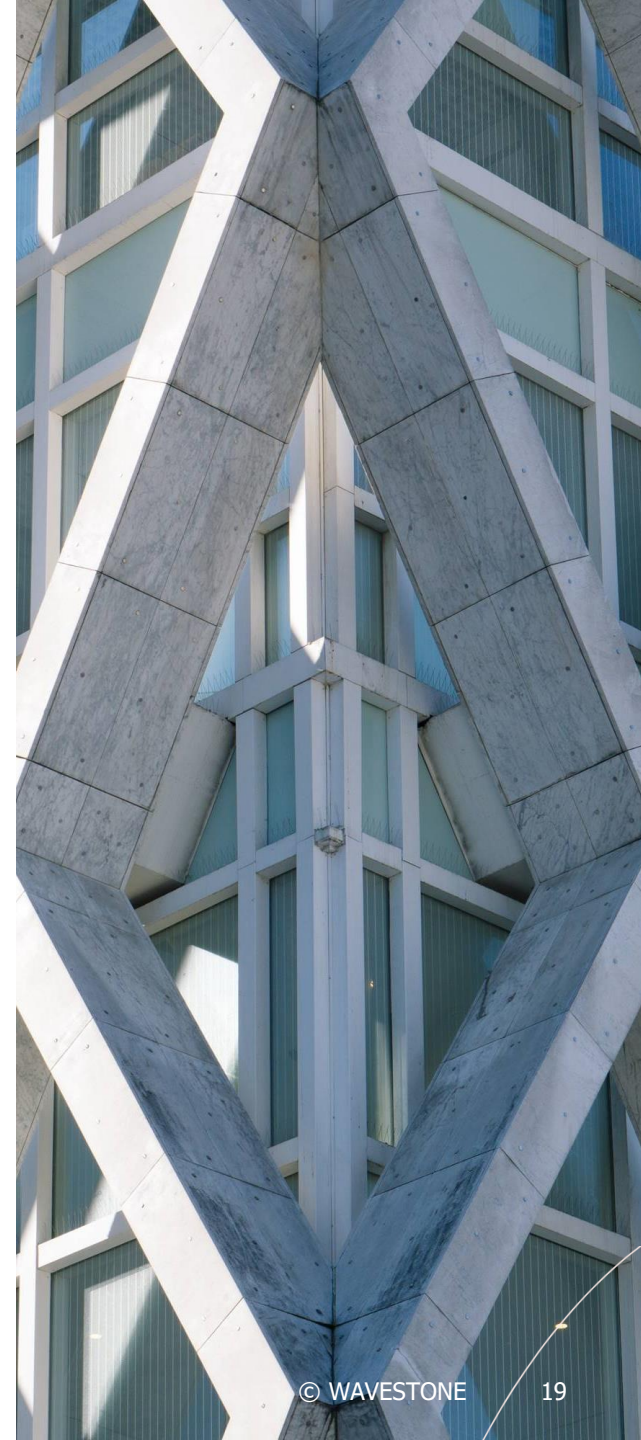
IT OPTIMIZATION

OPERATIONAL EFFICIENCY



Wavestone's battle plan for 2020 (2/2)

- / Implementation of a performance plan to generate savings of about €15m
 - › excluding the effects of short-time working arrangements and without any workforce-adjustment measure
- / Alignment of all teams toward a single objective: the firm's profitability
- / Suspension of Wavestone 2021 in order to focus on the short term
 - › and suspension of external growth projects



Our strengths to face the crisis

- / An organization focused on business development
 - > atypical business organization in the world of consulting
 - > sector-agility demonstrated on previous occasions
 - > portfolio of offerings rich in “crisis products”
- / An efficient business model
 - > fluid cooperation and structuring of teams
 - > culture of rapid adjustment and speed of adaptation
- / A sound financial situation
 - > a solid gross cash and cash equivalents and net debt limited
- / The commitment and team spirit of the company’s employees



Revenue of €94.4m in Q1 2020/21

Revenue	2020/21	2019/20	Change	Change at constant scope ¹ and on a constant forex basis
<i>In €m - unaudited consolidated data</i>				
Q1	94.4	98.3	-4%	-10%

¹ WGroup has been consolidated since 08/01/2019.

/ A reduction of -4% in Q1 2020/21

- > -10% at constant exchange rates and scope (excluding WGroup)
- > reduction in business activity of about -15%, compared with the pre-Covid-19 situation

/ Furlough mechanisms applied to 11% of fee-earning staff over the period

Consultant utilization rate down sharply and renewed pressure on prices

	Q1 2020/21 (3 months)	2019/20 fiscal year (12 months)	
Consultant utilization rate	63% ¹	71% ¹	▶ sharp decline as a result of the fall in demand
Average daily rate (ADR)	€857	€878	▶ renewed pressure on prices, but impacts remain limited for the time being, down 2%

⁽¹⁾ Utilization rates are directly comparable; the use of furlough mechanisms has no effect on the calculation of the rate.

/ Staff turnover rate of 15% at June 30 (on a rolling-12-month basis)

- > rapid decline expected in the coming quarters as a result of the rate of resignations having halved since the end of March

/ 3,434 employees at June 30, 2020

- > compared with 3,498 at March 31, 2020, decrease of -2%

Resilience of the financial position and EBIT margin, caution on the outlook

- / Gross cash and cash equivalents strengthened to €82m; net debt reduced to €12m
 - > compared with €65.1m and €29.1m respectively at the end of March 2020
- / EBIT margin resilient at about 7% in Q1 2020/21¹
 - > furlough mechanisms account for about 5 percentage points of this margin
- / Nevertheless, Q2 2020/21 remains uncertain
 - > visibility on order intake and consultant utilization rate over the coming months is limited
- / Decision not to set financial targets for 2020/21
 - > uncertainty about the economic environment



⁽¹⁾ Company estimate - unaudited data



Annual Shareholders' General Meeting 2020

MANAGEMENT BOARD REPORT

(OTHER INFORMATION)



Other key information from the Management Board Report

- Reclassification of Mr Pascal Imbert Wavestone shares
- Reclassification of Mr Michel Dancoisne Wavestone shares
- Free share allocation
- Proposal for the reappointment of Ms. Marie-Ange Verdickt as a member of the Supervisory Board
- Share buy-back program
- Risk factors and their management
- Statement of non-financial performance

p.48

p.48

p.51

p.52

p.53

p.58

p.75



Annual Shareholders' General Meeting 2020

CORPORATE GOVERNANCE REPORT



Management board and company governance

- Biographies of members of the Supervisory Board and Management Board
- Functioning and work of the Board
- Code of corporate governance

p.122

p.126

p.129

Remuneration of company directors

- Summary of the remuneration of company directors
- Shareholder consultation on the remuneration of company directors (ex post say-on-pay vote)
- Shareholders consultation on the remuneration of company directors (ex ante say-on-pay vote)

p.130

p.136

p.141

Other information in the corporate governance report

- Evaluation procedure for current and standard agreements
- Table of delegations of powers relating to capital operations
- Supervisory Board observations on the Management Board report and accounts

p.146

p.147

p.150

A wide-angle photograph of the Chicago skyline at sunset. The sky is a mix of orange, pink, and blue, with soft clouds. The city's skyscrapers are illuminated with warm lights, and their reflections are visible on the calm water of Lake Michigan in the foreground. The overall mood is serene and professional.

Annual Shareholders' General Meeting 2020

STATUTORY AUDITORS' REPORTS





Annual Shareholders' General Meeting 2020

QUESTIONS & ANSWERS



A wide-angle photograph of the Chicago skyline at sunset. The sky is filled with soft, pink and orange clouds, and the city lights are beginning to glow. The water in the foreground is dark blue with gentle ripples. The skyline features several prominent skyscrapers, including the Willis Tower.

Annual Shareholders' General Meeting 2020

VOTE ON THE RESOLUTIONS



Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **01**

Ordinary part

Approval of the annual reports and financial statements for the fiscal year ended March 31, 2020

FOR



99.968 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 02

Ordinary part

Approval of the consolidated annual reports and financial statements for the fiscal year ended March 31, 2020

FOR

99.968 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **03**

Ordinary part

Allocation of income for the fiscal year ended March 31, 2020

FOR

99.985 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 04

Ordinary part

Approval of regulated agreements

FOR

99.997 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **05**

Ordinary part

Reappointment of Ms. Marie-Ange Verdickt as a member of the Supervisory Board

FOR

96.104 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 06

Ordinary part

Reappointment of Mazars as statutory auditor

FOR

100.000 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **07**

Ordinary part

Approval of the information concerning corporate officer compensation specified in Paragraph I of Article L. 225-37-3 of the French Commercial Code for the fiscal year ended March 31, 2020

FOR

99.982 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 08

Ordinary part

Approval of the fixed, variable and exceptional elements of the compensation and benefits-in-kind paid to the Chairman of the Management Board during, or in respect of, the fiscal year ended 31 March, 2020

FOR

96.523 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 09

Ordinary part

Approval of the fixed, variable and exceptional elements of the compensation and benefits-in-kind paid to the COO and member of the Management Board during, or in respect of, the fiscal year ended 31 March, 2020

FOR

96.523 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 10

Ordinary part

Approval of the fixed, variable and exceptional elements of the compensation and benefits-in-kind paid to the Chairman of the Supervisory Board during, or in respect of, the fiscal year ended 31 March, 2020

FOR

96.522 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **11**

Ordinary part

Approval of the compensation policy for the Chairman of the Management Board in respect of the fiscal year commencing April 1, 2020

FOR

96.522 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **12**

Ordinary part

Approval of the compensation policy for the COO and member of the Management Board in respect of the fiscal year commencing April 1, 2020

FOR

96.5223 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **13**

Ordinary part

Approval of the compensation policy for the members and Chairman of the Supervisory Board in respect of the fiscal year commencing April 1, 2020

FOR

99.975 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 14

Ordinary part

Authorization delegating power to the Management Board to trade in the Company's shares

FOR

96.541 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **15**

Extraordinary part

Harmonization of Article 18 III of the Articles of Association concerning the procedures for appointing employee representative members of the Supervisory Board

FOR

99.998 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 16

Extraordinary part

Modification of Article 19 of the Articles of Association in order to authorize the Supervisory Board to take certain decisions by written consultation

FOR

100.000 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **17**

Extraordinary part

Harmonization of Article 20 of the Articles of Association concerning the powers of the Supervisory Board

FOR

99.996 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION **18**

Extraordinary part

Modification of Article 24 of the Articles of Association concerning the rules for appointing Statutory Auditors

FOR

99.999 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 19

Extraordinary part

Modification of Article 16 of the Articles of Association concerning the procedures for holding Management Board meetings

FOR

99.998 %

ADOPTED RESOLUTION

Annual Shareholders' General Meeting 2020

WAVESTONE | JULY 28, 2020

RESOLUTION 20

Extraordinary part

Powers for formalities

FOR

100.000 %

ADOPTED RESOLUTION