

8.2 RESOLUTIONS SUBMITTED TO THE VOTE OF THE COMBINED SHAREHOLDERS' MEETING OF MAY 16, 2023

8.2.1 Draft agenda

For details of this draft, please refer to Section 8.1 "Draft report of the Board of Directors on the draft resolutions submitted to the Combined Shareholders' Meeting" of this Universal Registration Document.

Within the authority of the Ordinary Shareholders' Meeting

- Reports of the Board of Directors and of the Statutory Auditors on the Company's operations during the financial year ended December 31, 2022.
- Approval of the financial statements for the financial year ended December 31, 2022.
- Approval of the consolidated financial statements for the financial year ended December 31, 2022.
- Allocation of profit or loss for the financial year ended December 31, 2022.
- Authorisation of the Board of Directors to trade in the shares of the Company.
- Approval of the special report of the Statutory Auditors on the regulated agreements and commitments referred to in Articles L.225-38 *et seq.* of the French Commercial Code.
- Approval of the information mentioned in Section I of Article L.22-10-9 of the French Commercial Code on the compensation of corporate officers, non-directors pursuant to Article L.22-10-34 Section I of the French Commercial Code.
- Approval of fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded in respect of the same financial year to Bernardo Sanchez Incera, Chairman of the Board of Directors, pursuant to Article L.22-10-34 Section II of the French Commercial Code.
- Approval of fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded in respect of the same financial year to Xavier Durand, Chief Executive Officer, pursuant to Article L.22-10-34 Section II of the French Commercial Code.
- Approval of the compensation policy applicable to the members of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code.
- Approval of the compensation policy applicable to the Chairman of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code.
- Approval of the compensation policy applicable to the Chief Executive Officer, pursuant to Article L.22-10-8 of the French Commercial Code.

Within the authority of the Extraordinary Shareholders' Meeting

- Authorisation to the Board of Directors to reduce the share capital of the Company by cancellation of shares held in its own right.
- Delegation of authority to the Board of Directors to increase the share capital with cancellation of the preferential subscription right by issuing Company shares reserved for members of a company savings plan.
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares with cancellation of the preferential subscription right in favour of a specific category of beneficiaries.
- Authorisation to the Board of Directors to allocate free of charge existing or to be issued shares to certain employees and corporate officers of the Company and related companies.
- Powers for formalities.

8.2.2 Draft resolutions to be submitted to the Combined General Meeting

Within the remit of the Ordinary General Meeting

First resolution

(Approval of the financial statements for the financial year ended December 31, 2022)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the reports of the Board of Directors and the Statutory Auditors relating to the financial statements for the financial year ended December 31, 2022, approves the financial statements for the said financial year as presented, as well as the transactions reflected in these financial statements and summarised in these reports.

Second resolution

(Approval of the consolidated financial statements for the financial year ended December 31, 2022)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the reports of the Board of Directors and the Statutory Auditors relating to the consolidated financial statements for the financial year ended December 31, 2022, approves the consolidated financial statements for the said financial year as presented, as well as the transactions reflected in these financial statements and summarised in these reports.

Third resolution

(Allocation of profit or loss for the financial year ended December 31, 2022)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings:

1. notes that the financial statements as at December 31, 2022 showed a net profit for the financial year of €326,479,873;
2. notes that the legal reserve, amounting to €31,449,646 as at December 31, 2022, exceeded the legal requirements;
3. notes that retained earnings as at December 31, 2022 is null;
4. notes that the distributable profit came to €326,479,873;
5. resolves to allocate a total amount of €226,576,784 to shareholders, representing a payment of €1.52 per share.

It is specified that, after distribution, retained earnings will be equal to €99,903,089.

The General Meeting recalls, in accordance with the legal provisions, that the dividends distributed for the previous three financial years were as follows:

FINANCIAL YEAR	NUMBER OF SHARES PAID *	TOTAL AMOUNT (in €)	DISTRIBUTED DIVIDEND ELIGIBLE FOR A 40% REDUCTION MENTIONED IN ARTICLE 158(3)(2) OF THE FRENCH GENERAL TAX CODE (in €)
2019	0	0	0
2020	149,047,713	81,976,242	81,976,242
2021	149,352,439	224,028,659	224,028,659

* The number of shares paid excludes treasury shares.

The dividend will be detached from the share on May 22, 2023 and paid as of May 24, 2023. The treasury shares held by the Company on May 22, 2023 will not give rise to the right to distribution.

The General Meeting confers full powers on the Board of Directors to determine the final overall amount of the sums distributed according to the number of shares held by the Company on May 22, 2023 and make the necessary adjustments, based on the amount of dividends actually paid, and more generally do whatever is necessary to ensure the proper completion of the transactions covered by this resolution.

Fourth resolution

(Authorisation of the Board of Directors to trade in the shares of the Company)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the report of the Board of Directors:

1. authorises the Board of Directors, with the option of subdelegation under the legislative and regulatory conditions, in accordance with the provisions of Articles L.22-10-62 *et seq.* and L.225-210 *et seq.* of the French Commercial Code, to purchase or cause to be purchased, on one or more occasions and at the times set by it, a number of the Company's shares not exceeding:
 - i. 10% of the total number of shares making up the share capital at any time, or

For individuals who were tax residents in France, this dividend would be automatically subject to the single flat-rate deduction set out in Article 200 A of the French General Tax Code, unless the overall option for the progressive scale was chosen. In the event of an option for the progressive scale, this option would be entitled to the proportional reduction of 40% set out in Article 158(3) (2) of the French General Tax Code. The paying institution would make the flat-rate levy at source (not effecting full discharge) set out in Article 117 quater of the French General Tax Code, except for beneficiaries who were tax residents in France who had made a request for exemption under the conditions of Article 242 quater of the French General Tax Code.

All shareholders - and specially those domiciled or established outside France as regards the regulation applicable in the State of residence or establishment - are invited to contact their usual advisor so that he can determine, by means of a detailed analysis, the tax consequences of this distribution.

- ii. 5% of the total number of shares making up the share capital in the case of shares acquired by the Company in view of their conservation and subsequent delivery in payment or in exchange in the context of a merger, demerger or contribution transaction.

These percentages apply to a number of adjusted shares, as the case may be, depending on the transactions that may affect the share capital after this General Meeting.

The acquisitions made by the Company may under no circumstances lead the Company to hold at any time whatsoever more than 10% of the shares comprising its share capital;

2. decides that this authorisation may be used to:
 - i. ensure liquidity and stimulate the securities market of the Company through an investment service provider acting independently under a liquidity agreement in line with market practice accepted by the Autorité des marchés financiers on June 22, 2021,
 - ii. grant shares to corporate officers and employees of the Company and other Group entities, including (i) Company profit sharing, (ii) any stock option plan of the Company, pursuant to the provisions of Articles L.225-177 *et seq.* and L.22-10-56 *et seq.* of the French Commercial Code, or (iii) any savings plan pursuant to the provisions of Articles L.3331-1 *et seq.* of the French Labour Code or (iv) any free allocation of shares within the framework of the provisions of Articles L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code,

as well as to carry out any hedging transactions relating to these transactions, in accordance with the conditions laid down by the market authorities and at such times as the Board of Directors or the person acting on the delegation of the Board of Directors will assess,

- iii. deliver Company shares upon exercise of rights attached to securities giving entitlement, directly or indirectly, by redemption, conversion, exchange, presentation of a warrant or in any other manner to the allocation of Company shares within the framework of the regulations in force, as well as to carry out any hedging transactions relating to these transactions, according to the conditions laid down by the market authorities and at such times as the Board of Directors or the person acting on the delegation of the Board of Directors will assess,
 - iv. retain the Company shares and subsequently deliver them as a payment or exchange in the context of any external growth, merger, demerger or contribution operations,
 - v. cancel all or part of the securities thus purchased,
 - vi. implement any market practice that may be accepted by the Autorité des marchés financiers and, more generally, carry out any transaction in accordance with the regulations in force;
3. decides that the maximum unit purchase price will not exceed €16 per share, excluding charges. The Board of Directors may however, in the event of transactions concerning the Company's capital, in particular changes in the nominal value of the share, increase in capital by incorporation of reserves followed by the creation and free allocation of shares, division or consolidation of securities, adjust the aforementioned maximum purchase price in order to take into account the impact of these transactions on the value of the Company's share;
 4. decides that the acquisition, sale or transfer of such shares may be effected and paid by any means authorised by the regulations in force, on a regulated market, on a multilateral trading facility, with a systematic or over-the-counter internaliser, including by way of acquisition or sale of blocks, by means of options or other derivative financial instruments, or warrants or, more generally, securities giving entitlement to Company shares, at such times as the Board of Directors will assess;
 5. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this authorisation as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
 6. decides that the Board of Directors will have all powers, with the option of subdelegation under the legislative and regulatory conditions, in order, in accordance with the relevant legislative and regulatory provisions, to make the allocations and, where applicable, the permitted reallocations of shares redeemed for one or more of the objectives of the programme to one or more of its other objectives, or to their transfer, on the market or off the market.

All powers are therefore conferred on the Board of Directors, with the option of subdelegation under the legislative and regulatory conditions, to implement this authorisation, specify, if necessary, the terms and determine the terms and conditions under the legal conditions and of this resolution, and in particular to place all stock market orders, to enter into all agreements, in particular to keep the registers of purchases and sales of shares, make all declarations to the Autorité des marchés financiers or any other competent authority, prepare any information document, complete all formalities, and in general, do whatever is necessary.

The Board of Directors must inform, under the legal conditions, the General Meeting of the operations carried out under this authorisation;

7. decides that this authorisation, which cancels and replaces that granted by resolution eight of the General Meeting of May 17, 2022, is granted for a term of eighteen (18) months from the date of this General Meeting.

Fifth resolution

(Approval of the special report of the Statutory Auditors on the regulated agreements and commitments referred to in Articles L.225-38 et seq. of the French Commercial Code)

The General Meeting ruling under the quorum and majority conditions required for Ordinary General Meetings, having read the Board's report and the special report of the external auditors mentioned in Article L.225-40 referred to under the provision of Articles L.225-38 and following of the French Commercial Code, approves the report and acknowledges that no new convention in the scope of Article L.225-38 of the French Commercial Code has been signed in 2022.

Sixth resolution

(Approval of the information mentioned in Section I of Article L.22-10-9 of the French Commercial Code on the compensation of corporate officers, non-directors pursuant to Article L.22-10-34 Section I of the French Commercial Code)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the corporate governance report referred to in Article L.225-37 of the French Commercial Code and appearing in section 8.1.3 of Chapter 8 of the Company's 2022 Universal Registration Document, approves, pursuant to Article L.22-10-34 Section I of the French Commercial Code, the information mentioned in Article L.22-10-9 of the French Commercial Code on the compensation of non-executive corporate officers for the financial year ended December 31, 2022, as presented in the aforementioned report.

Seventh resolution (Approval of fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded in respect of the same financial year to Bernardo Sanchez Incera, Chairman of the Board of Directors, pursuant to Article L.22-10-34 Section II of the French Commercial Code)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and appearing in section 8.1.3 of Chapter 8 of the Company's 2022 Universal Registration Document, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or allocated for the same financial year to Bernardo Sanchez Incera, Chairman of the Board of Directors, as presented in the aforementioned report.

Eighth resolution

(Approval of fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded in respect of the same financial year to Xavier Durand, Chief Executive Officer, pursuant to Article L.22-10-34 Section II of the French Commercial Code)

The General Meeting, acting with the quorum and majority conditions required for Ordinary General Meetings, having read the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2022 Universal Registration Document, approves, pursuant to Article L.22-10-34 Section II of the French Commercial Code, fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or allocated for the same financial year to Xavier Durand, Chief Executive Officer of the Company, as presented in the aforementioned report.

Ninth resolution

(Approval of the compensation policy applicable to the members of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code)

The General Meeting, acting with the quorum and majority conditions required for Ordinary General Meetings, having read the corporate governance report referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2022 Universal Registration Document, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the members of the Board of Directors as determined by the Board of Directors of the Company on the proposal of the Appointments and Compensation Committee and presented in the aforementioned report.

Tenth resolution

(Approval of the compensation policy applicable to the Chairman of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the report on corporate governance, referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2022 Universal Registration Document, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors of the Company, as determined by the Board of Directors of the Company on the proposal of the Appointments and Compensation Committee and presented in the aforementioned report.

Eleventh resolution

(Approval of the compensation policy applicable to the Chief Executive Officer, pursuant to Article L.22-10-8 of the French Commercial Code)

The General Meeting, acting with the quorum and majority required for ordinary General Meetings, having read the report on corporate governance, referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2022 Universal Registration Document, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer of the Company, as determined by the Board of Directors of the Company on the proposal of the Appointments and Compensation Committee and presented in the aforementioned report.

Within the remit of the Extraordinary General Meeting

Twelfth resolution

(Authorisation to the Board of Directors to reduce the share capital of the Company by cancellation of shares held in its own right)

The General Meeting, acting with the quorum and majority required for extraordinary general meetings, having read the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of article L22-10-62 of the French Commercial Code:

1. authorises the Board of Directors, with the option of subdelegation under the legislative and regulatory conditions, to:
 - i. cancel, on its own decisions, on one or more occasions, up to a limit of 10% of the amount of the share capital existing on the date of cancellation (that is to say adjusted according to the transactions on the share capital since the adoption of this resolution), in a period of twenty-four months, all or part of the shares acquired by the Company under a share buyback programme authorised by the shareholders;
 - ii. reduce the share capital accordingly and allocate the difference between the redemption price of the cancelled shares and their nominal value against the available premiums and reserves of its choosing.
2. confers all powers on the Board of Directors, with the option of subdelegation under the legislative and regulatory conditions, for the purpose of determining the final amount of capital reductions within the limits laid down by law and this resolution, fixing the terms thereof, recording their completion, carrying out all acts, formalities or declarations with a view to making final any reductions of capital that may be made pursuant to this authorisation and for the purpose of amending the articles of association accordingly;
3. decides that this authorisation, which cancels and replaces that granted by resolution sixteen of the General Meeting of 17 May 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

Thirteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital with cancellation of the preferential subscription right by issuing Company shares reserved for members of a company savings plan)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having read the report of the Board of Directors and the special report of the Statutory Auditors and pursuant to the provisions of Articles L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1 of the French Commercial Code and those of Articles L.3332-18 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the option of subdelegation under the legislative and regulatory conditions, its authority, to proceed on one or more occasions, on its decisions alone, in the proportions and at the times it will assess, both in France and abroad,

with the issuance of new shares, with this issue being reserved for employees, to eligible former employees and corporate officers of the Company and/or companies related to the Company within the meaning of the provisions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code, belonging to a company savings plan;

2. cancels, in favour of such members, the preferential subscription right of the shareholders to the shares which may be issued pursuant to this authorisation and waives all rights to the shares that may be granted free of charge on the basis of this resolution under the discount and/or contribution;
3. decides that the nominal amount of the capital increase which may be carried out, pursuant to this delegation of authority, may not exceed three million two hundred thousand euros (€3,200,000) or the equivalent in any other currency, on the specification that the nominal amount of any capital increase carried out pursuant to this delegation will be set off against the overall nominal ceiling for the capital increases in paragraph 2 of resolution eighteen of the General Meeting of May 17, 2022 and that the ceiling of this delegation will be common with that of resolution fourteen of this General Meeting. This ceiling will be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, as the case may be, the applicable contractual provisions the rights of holders of securities or other rights giving access to the Company's capital;
4. decides that the subscription price of the securities issued pursuant to this delegation will be determined under the conditions laid down by the provisions of Article L.3332-19 of the French Labour Code, on the specification that the maximum discount compared to an average of the quoted prices of the share during the twenty trading sessions preceding the decision setting the opening date of the subscription may therefore not exceed 30% (or 40% when the unavailability period provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labour Code is greater than or equal to ten years). However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular due to tax, social security or accounting constraints applicable in the countries where the Group entities involved in the capital increase operations are located. The Board of Directors may also decide to allocate shares free of charge to the subscribers of new shares, in substitution of the discount and/or in respect of the contribution;
5. decides that the Board of Directors will have all powers, with the option of subdelegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above for the purpose, in particular, to:
 - i. decide on the issuance of new shares of the Company,
 - ii. establish the list of companies whose employees, former employees and eligible corporate officers may benefit from the issue, set the conditions that the beneficiaries must fulfil in order to be able to subscribe, directly or through a mutual investment fund, to the shares that will be issued under this delegation of authority,
 - iii. set the amounts of these issues and determine the subscription prices of the securities and the

subscription dates, terms and conditions of each issue and conditions of subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even retroactive, from which the new shares will be exercised,

- iv. decide, pursuant to Article L.3332-21 of the French Labour Code, on the allocation, free of charge, of shares to be issued or already issued, in respect of the contribution and/or, where applicable, the discount, provided that taking into account their financial equivalent, valued at the subscription price, has the effect of exceeding the limits provided for in Article L.3332-11 of the French Labour Code and, in the event of the issuance of new shares in respect of the discount and/or the contribution, to incorporate into the capital the reserves, profits or share premiums necessary for the payment of such shares,
 - v. set the time limit for subscribers to pay up their shares,
 - vi. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed,
 - vii. at its sole initiative, charge the costs of the share capital increase(s) against the premiums relating to these increases and deduct from this amount the sums necessary to raise the legal reserve to one tenth of the new capital after each increase,
 - viii. in general, take all measures and carry out all formalities necessary for the issue and listing of the shares issued and further to the capital increases and the corresponding amendments to the Articles of Association pursuant to this delegation;
6. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
 7. decides that this delegation, which cancels and replaces that granted by resolution twenty-two of the General Meeting of May 17, 2022, is granted for a period of twenty-six (26) months from the date of this General Meeting.

Fourteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares with cancellation of the preferential subscription right in favour of a specific category of beneficiaries)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L.225-129 *et seq.* and L.225-138 of the French Commercial Code:

1. delegates, with the option of subdelegation under the legislative and regulatory conditions, its authority to

proceed, on one or more occasions, on its decisions alone, in such proportions and at such times as it will assess, both in France and abroad, with the issue new shares, the issue being reserved for one or more of the categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of the Company and/or companies related to the Company within the meaning of the provisions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entity governed by French or foreign law, with or without legal personality, subscribing on behalf of persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to propose to the persons designated in paragraph (i) above a system of savings or shareholding comparable to those offered to the employees of the Company in France;

2. cancels, in favour of such beneficiaries, the preferential subscription right of the shareholders to the shares that may be issued under this delegation;
3. acknowledges that this delegation entails the waiver, by the shareholders, of their preferential subscription rights, of the capital securities of the Company to which the securities issued on the basis of this delegation may give right;
4. decides that the nominal amount of the capital increase which may be carried out, pursuant to this delegation of authority, may not exceed three million two hundred thousand euros (€3,200,000) or the equivalent in any other currency or currency unit established by reference to several currencies, on the specification that the nominal amount of any capital increase carried out pursuant to this resolution will be set off against the overall nominal ceiling for the capital increases in paragraph 2 of resolution eighteen of the General Meeting of May 17, 2022 and that the ceiling of this delegation will be common with that of resolution thirteen of this General Meeting. This ceiling will be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, as the case may be, the applicable contractual provisions the rights of holders of securities or other rights giving access to the Company's capital;
5. decides that the subscription price of the securities issued pursuant to this delegation may not be more than 30% or, where applicable, 40% of the average of the quoted prices of the share during the twenty trading days preceding the date of the decision setting the opening date of the subscription, nor higher than this average. However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular due to tax, social security or accounting constraints applicable in the countries where the Group entities involved in the capital increase operations are located. Furthermore, in the event of a transaction carried out under this resolution at the same time as a transaction carried out pursuant to resolution thirteen of this General Meeting, the subscription price of the shares issued under this resolution may be identical to the subscription price of the shares issued on the basis of resolution thirteen of this General Meeting;

6. decides that the Board of Directors will have all powers, with the option of subdelegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above for the purpose, in particular, to:
 - i. determine the list of beneficiaries, within the categories of beneficiaries defined above, of each issue and the number of shares to be subscribed by each of them, under this delegation of authority,
 - ii. set the amounts of these issues and determine the prices and the subscription dates, terms and conditions of each issue and conditions of subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even retroactive, from which the new shares will be exercised,
 - iii. set the time limit for subscribers to pay up their shares,
 - iv. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed,
 - v. at its sole initiative, charge the costs of the share capital increase(s) against the premiums relating to these increases and deduct from this amount the sums necessary to raise the legal reserve to one tenth of the new capital after each increase,
 - vi. in general, take all measures and carry out all formalities necessary for the issue and listing of the shares issued and further to the capital increases and the corresponding amendments to the Articles of Association pursuant to this delegation;
 7. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
 8. decides that this delegation, which cancels and replaces the delegation granted by resolution twenty-three of the General Meeting of May 17, 2022, is granted for a period of eighteen (18) months from the date of this General Meeting.
2. decides that the total number of free shares allocated under this authorisation may not exceed 1% of the number of shares comprising the share capital of the Company on the date of the decision to allocate them by the Board of Directors, and that the cumulative nominal amount of the capital increases likely to result therefrom shall be deducted from the overall nominal ceiling provided for the capital increases in paragraph 2 of the resolution eighteen of the General Meeting of May 17, 2022 or, where applicable, the amount of the overall ceiling potentially provided for by a resolution of the same nature which may replace the said resolution during the period of validity of this delegation;
 3. decides that the total number of free shares allocated under this authorisation to the Company's corporate officers may not represent more than 20% of the free shares allocated under this authorisation;
 4. decides that the final award of these shares may be subject, in part or in full, to the achievement of performance conditions set by the Board of Directors, it being specified that the final award of free shares to the executive corporate officers of the Company will be subject in full to the achievement of the performance conditions set by the Board of Directors;
 5. decides that the allocation of shares to their beneficiaries shall become final at the end of a minimum vesting period of three years and that these shares shall not be subject to any retention obligation. The final allocation of the shares and the right to freely transfer them shall nevertheless be acquired by the beneficiary if the latter were to be affected by one of the cases of invalidity referred to in Article L.225-197-1 of the French Commercial Code;
 6. takes note that this authorisation automatically entails, in favour of the beneficiaries of the allocated free shares, express waiver by the shareholders (i) of their preferential subscription right to the free shares to be issued, (ii) to the portion of the reserves, profits or premiums that will be incorporated into the capital in the event of a free allocation of new shares and (iii) any right to existing free shares. The corresponding capital increase will be definitively carried out solely due to the definitive allocation of the shares to the beneficiaries;
 7. confers on the Board of Directors, with the option of sub-delegation to the extent authorised by law, all powers to implement, within the limits set out above, this resolution and in particular to:
 - i. determine whether the free shares are new shares and/or existing shares; determine the identity of the beneficiaries of the allocation of shares and the number of shares allocated to each of them,
 - ii. set the dates and terms of allocation of the shares, in particular the period at the end of which these allocations will be final as well as, where applicable, the retention period required for each beneficiary under the conditions set out above,
 - iii. determine, where applicable, the conditions particularly related to the performance of the Company or its Group as well as the allocation criteria according to which the shares will be allocated,
 - iv. proceed during the vesting period, where applicable, with any adjustments to the number of free shares allocated based on any transactions on the capital of the Company, so as to preserve the rights of the beneficiaries, it being specified that the shares allocated pursuant to these adjustments shall be

Fifteenth resolution

(Authorisation to the Board of Directors to allocate free of charge existing or to be issued shares to certain employees and corporate officers of the Company and related companies)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having read the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorises the Board of Directors, within the framework of the provisions of Articles L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code, to allocate, free of charge, on one or more occasions, existing or to be issued shares of the Company, for the benefit of certain salaried employees as well as corporate officers of the Company or companies related to it under the conditions defined in Article L.225-197-2 of the French Commercial Code;

deemed allocated on the same day as the shares initially allocated,

- v. more generally, record the final allocation dates and the dates from which the shares may be freely transferred taking into account the legal restrictions, enter into all agreements, draw up all documents, carry out all formalities and make all declarations to all bodies and do everything otherwise necessary;
- 8. decides that the Board of Directors shall also have, with the option of sub-delegation provided for in the legal conditions, all powers to allocate, where applicable, in the event of the issue of new shares, against reserves, profits or issue premiums, the sums necessary for the payment of the said shares, record the completion of the capital increases carried out pursuant to this authorisation, proceed with the corresponding amendments to the Articles of Association and generally carry out all necessary acts and formalities;
- 9. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting,

make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;

- 10. decides that this authorisation, which cancels and replaces the authorisation granted by resolution twenty-eight of the General Meeting of May 12, 2021, is granted for a period of eighteen (38) months from the date of this General Meeting.

Sixteenth resolution

(Powers for formalities)

The General Meeting, acting with the quorum and majority required for ordinary and Extraordinary General Meetings, gives all powers to the bearer of copies or extracts of these minutes to fulfil all legal formalities.