

## 8.2 RESOLUTIONS SUBJECT TO THE APPROVAL OF THE COMBINED SHAREHOLDERS' MEETING OF MAY 12, 2021

### 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, 2020.
- | Approval of the parent company financial statements for the year ended December 31, 2020.
- | Approval of the consolidated financial statements for the year ended December 31, 2020.
- | Allocation of earnings.
- | Ratification of the co-optation of Mr Nicolas Namias as a director.
- | Ratification of the co-optation of Mr Bernardo Sanchez Incera as a director.
- | Ratification of the co-optation of Mr Nicolas Papadopoulos as a director.
- | Ratification of the co-optation of Ms Janice Englesbe as a director.
- | Ratification of the co-optation of Mr Benoit Lapointe de Vaudreuil as a director.
- | Ratification of the co-optation of Mr Christopher Hovey as a director.
- | Renewal of the term of office of Ms Nathalie Lomon.
- | Renewal of the term of office of Ms Isabelle Laforgue.
- | Renewal of the term of office of Mr Bernardo Sanchez Incera.
- | Renewal of the term of office of Mr Nicolas Papadopoulos.
- | Renewal of the term of office of Ms Janice Englesbe.
- | Renewal of the term of office of Mr Benoit Lapointe de Vaudreuil.
- | Renewal of the term of office of Mr Christopher Hovey.
- | Authorisation for the Board of Directors to trade in the Company's shares.

- | Approval of the Statutory Auditors' special report on the agreements and commitments governed by 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 relating to the compensation of corporate officers, pursuant to Article L.22-10-34 I of the French Commercial Code.
- | Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2020, or allocated in respect of the same financial year to the Chief Executive Officer, pursuant to Article L.22-10-34 II of the French Commercial Code.
- | Approval of the compensation policy applicable to members of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code.
- | Approval of the remuneration policy applicable to the Chief Executive Officer, 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.

#### Within the authority of the Extraordinary Shareholders' Meeting

- | Amendment of Article 18 of the Articles of Association.
- | Amendment of Article 19 of the Articles of Association.
- | Delegation of authority to the Board of Directors to increase the share capital with cancellation of preferential subscription rights through the issue of shares of the Company reserved for subscribers to a company savings scheme.
- | Delegation of authority to the Board of Directors to increase the share capital by issuing shares without pre-emptive subscription rights to a specified category of beneficiaries.
- | Authorisation for the Board of Directors to allot existing or future shares free of charge to certain employees and corporate officers of the Company and related companies.
- | Powers for the completion of formalities.

## 8.2.2 Draft resolutions to be submitted to the Combined Shareholders' Meeting

### First resolution

(Approval of the parent company financial statements for the year ended December 31, 2020)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the reports of the Board of Directors and of the Statutory Auditors on the Company's financial statements for the year ended December 31, 2020, approves the Company's financial statements for said year as presented, as well as the transactions reflected in said financial statements and summarised in said reports.

### Second resolution

(Approval of the consolidated financial statements for the year ended December 31, 2020)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the reports of the Board of Directors and the of Statutory Auditors on the consolidated financial statements for the year ended December 31, 2020, approves the consolidated financial statements for the said year as presented, as well as the transactions reflected in those financial statements and summarised in those reports.

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

FINANCIAL YEAR	NUMBER OF SHARES REMUNERATED*	TOTAL AMOUNT (in €)	DIVIDEND DISTRIBUTED ELIGIBLE IN ITS ENTIRETY FOR THE ALLOWANCE OF 40% MENTIONED IN ARTICLE 158-3-2° OF THE FRENCH GENERAL TAX CODE (in €)
2017	155,574,817	52,895,437	52,895,437
2018	151,169,375	119,423,806	119,423,806
2019	0	0	0

\* The number of shares remunerated excludes treasury shares.

The dividend will be detached from the share on May 19, 2021 and will be paid as from May 21, 2021. The treasury shares held by the Company as at May 19, 2021 will not carry rights to distribution.

The General Meeting grants full powers to the Board of Directors to determine the final overall amount of the sums

### Third resolution

(Appropriation of profit/loss for the year ended December 31, 2020)

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings:

- I notes that the Company financial statements for the year ended December 31, 2020 show a net loss for the year of 18,938,377 euros;
- I notes that the legal reserve, of an amount of 31,449,646 euros at December 31, 2020, exceeds the legal requirements;
- I notes that the retained earnings at December 31, 2020 amount to 155,852,291 euros;
- I notes that the distributable profit amounts to 136,913,914 euros;
- I decides to allocate a total amount of 82,900,339 euros to the payment of shareholders, representing a payment of 0.55 euro per share.

It is specified that after distribution, retained earnings will be equal to 54,013,575 euros.

For beneficiaries who are natural persons resident for tax purposes in France, this dividend will automatically be subject to the one-off flat-rate withholding tax provided for in Article 200 A of the French General Tax Code, unless the global option for the progressive scale is chosen. If the option for the progressive scale is chosen, this option will give rise to the 40% proportional deduction provided for in Article 158, 2° of paragraph 3 of the French General Tax Code. The paying institution will make the flat-rate withholding tax provided for in Article 117 *quater* of the French General Tax Code, except for beneficiaries who are individuals resident in France for tax purposes and who have applied for an exemption under the conditions of Article 242 *quater* of the French General Tax Code.

distributed on the basis of the number of treasury shares held by the Company on May 19, 2021 and to make the necessary adjustments, based on the amount of dividends actually paid out, and more generally to take all necessary steps to ensure the successful completion of the transactions coming under this resolution.

**Fourth resolution**

(Ratification of the co-optation of Mr Nicolas Namias as a director)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, ratifies the co-optation of Mr Nicolas Namias as a director, which took place at the meeting of September 9, 2020, to replace Mr François Riahi, until the expiry of the latter's term of office, *i.e.* at the end of this General Meeting called to approve the financial statements for the year ended December 31, 2020.

**Fifth resolution**

(Ratification of the co-optation of Mr Bernardo Sanchez Incera as a director)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, ratifies the co-optation of Mr Bernardo Sanchez Incera as a director, which took place at the meeting of February 10, 2021, to replace Ms Anne Sallé Mongauze, who resigned, until the expiry of the latter's term of office, *i.e.* at the end of this General Meeting called to approve the financial statements for the year ended December 31, 2020.

**Sixth resolution**

(Ratification of the co-optation of Mr Nicolas Papadopoulo)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, ratifies the co-optation of Mr Nicolas Papadopoulo as a director, which took place at the meeting of February 10, 2021, to replace Mr Jean Arondel, who resigned, until the expiry of the latter's term of office, *i.e.* at the end of this General Meeting called to approve the financial statements for the year ended December 31, 2020.

**Seventh resolution**

(Ratification of the co-optation of Ms Janice Englesbe)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, ratifies the co-optation of Ms Janice Englesbe as a director, which took place at the meeting of February 10, 2021, to replace Mr Daniel Karyotis, who resigned, until the expiry of the latter's term of office, *i.e.* at the end of this General Meeting called to approve the financial statements for the year ended December 31, 2020.

**Eighth resolution**

(Ratification of the co-optation of Mr Benoit Lapointe de Vaudreuil)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, ratifies the co-optation of Mr Benoit Lapointe de Vaudreuil as a director, which took place at the meeting of February 10, 2021, to replace Ms Isabelle Rodney, who resigned, until the expiry of the latter's term of office, *i.e.* at the end of this General Meeting called to approve the financial statements for the year ended December 31, 2020.

**Ninth resolution**

(Ratification of the co-optation of Mr Christopher Hovey)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the Board of Directors' report, ratifies the co-optation of Mr Christopher Hovey as a director, which took place at the meeting of February 10, 2021, to replace Ms Marie Pic Paris, who resigned, until the expiry of the latter's term of office, *i.e.* at the end of this General Meeting called to approve the financial statements for the financial year ended December 31, 2020.

**Tenth resolution**

(Renewal of the term of office of Ms Nathalie Lomon)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, noting that the term of office of Ms Nathalie Lomon expires on the date hereof, reappoints Ms Nathalie Lomon as a director for a term of four years, with effect from the end of this meeting. This term of office will expire at the end of the Annual General Meeting convened in 2025 to approve the financial statements for the year ending December 31, 2024.

**Eleventh resolution**

(Renewal of the term of office of Ms Isabelle Laforgue)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, noting that the term of office of Ms Isabelle Laforgue expires on the date hereof, reappoints Ms Isabelle Laforgue as a director for a term of four years, with effect from the end of this meeting. This term of office will expire at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

**Twelfth resolution**

(Renewal of the term of office of Mr Bernardo Sanchez Incera)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors and noting that the term of office of Mr Bernardo Sancho Incera expires on the date hereof, reappoints Mr Bernardo Sanchez Incera as a director for a term of four years with effect from the end of this meeting. This term of office will expire at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

**Thirteenth resolution**

(Renewal of the term of office of Mr Nicolas Papadopoulo)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, noting that the term of office of Mr Nicolas Papadopoulo expires on the date hereof renews Mr Nicolas Papadopoulo's term of office as a director for a term of four years, with effect from the end of this meeting. This term of office will expire at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

**Fourteenth resolution**

(Renewal of the term of office of Ms Janice Englesbe)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, noting that the term of office of Ms Janice Englesbe as a director expires on the date hereof, reappoints Ms Janice Englesbe as a director for a term of four years, with effect from the end of this meeting. This term of office will expire at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the financial year ending December 31, 2024.

**Fifteenth resolution**

(Renewal of the term of office of Mr Benoit Lapointe de Vaudreuil)

The General Meeting, in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, noting that the term of office of Mr Benoit Lapointe de Vaudreuil expires on the date hereof, hereby renews Mr Benoit Lapointe de Vaudreuil's term of office as a director, with effect from the end of this meeting, for a term of four years. This term of office will expire at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ended December 31, 2024.

**Sixteenth resolution**

(Renewal of the term of office of Mr Christopher Hovey)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors, noting that the term of office of Mr Christopher Hovey expires on the date hereof, reappoints Mr Christopher Hovey as a director for a term of four years, with effect from the end of this meeting. This term of office will expire at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the financial year ending December 31, 2024.

**Seventeenth resolution**

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the report of the Board of Directors:

1. authorises the Board of Directors, with the option to sub-delegate such authority 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 such times as it shall determine, a number of shares in the Company not to exceed:
  - a) 10% of the total number of shares comprising the share capital at any time, or
  - b) 5% of the total number of shares making up the share capital in the case of shares acquired by the Company with a view to their retention and subsequent delivery in payment or exchange in connection with a merger, demerger or contribution.
  - c) These percentages apply to a number of shares adjusted, if necessary, in accordance with transactions that may affect the share capital after this General Meeting.
  - d) Under no circumstances may the acquisitions made by the Company result in the Company holding at any time more than 10% of the shares comprising its share capital;
2. decides that this authorisation may be used to:
  - a) ensure liquidity and animate the market for the Company's shares through an investment services provider acting independently under a liquidity agreement in accordance with the market practices accepted by the Autorité des marchés financiers on July 2, 2018,

- b) allocate shares to the corporate officers and employees of the Company and other Group entities, and in particular in connection with (i) profit-sharing, (ii) any Company stock option plan, in accordance with the provisions of Articles L.225-177 *et seq.* and L.22-10-56 *et seq.* of the Commercial Code, or (iii) any savings plan in accordance with the provisions of Articles L.3331-1 *et seq.* of the French Labour Code or (iv) any free allocation of shares under 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 such transactions, under the conditions provided for by the market authorities and at the times that the Board of Directors or the person acting on the authority of the Board of Directors shall deem appropriate,
  - c) deliver shares of the Company upon the exercise of rights attached to securities giving the right, directly or indirectly, by redemption, conversion, exchange, presentation of a warrant or in any other manner, to the allocation of shares of the Company within the framework of the regulations in force, as well as to carry out all hedging transactions relating to these transactions, under the conditions provided for by the market authorities and at the times that the Board of Directors or the person acting on the authority of the Board of Directors shall deem appropriate,
  - d) retain the shares of the Company and subsequently deliver them as payment or exchange in connection with any external growth, merger, demerger or contribution transactions,
  - e) cancel all or part of the securities so purchased,
  - f) implement any market practice that may be permitted 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 may not exceed, excluding costs, 14 euros per share. The Board of Directors may, however, in the event of transactions affecting the Company's share capital, in particular a change in the nominal value of the share, a capital increase by capitalisation of reserves followed by the creation and allocation of free shares, or a stock split or reverse stock split, adjust the aforementioned maximum purchase price to take into account the impact of such transactions on the value of the Company's shares.
4. resolves that the acquisition, sale or transfer of these shares may be made and paid for by any means authorised by the regulations in force, on a regulated market, on a multilateral trading system, with a systematic internaliser or over-the-counter, in particular through the acquisition or sale of blocks, through the use of options or other derivative financial instruments, or through the use of warrants or, more generally, of securities giving entitlement to shares in the Company, at the times that the Board of Directors shall decide;

5. resolves that the Board of Directors may not use this authorisation, except with the prior authorisation of the General Meeting, from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period;
6. resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the relevant laws and regulations, to make the allocations and, where applicable, the permitted reallocations of the shares repurchased for one of the objectives of the programme to one or more of its other objectives, or to sell them, whether on or off the market.

Full powers are therefore granted to the Board of Directors, with the option to sub-delegate such powers in accordance with the applicable laws and regulations, to implement this authorisation, to specify, if necessary, the terms and conditions thereof and to determine the procedures in accordance with the law and this resolution, and in particular to place any stock market orders, enter into any agreements, in particular for the keeping of registers of purchases and sales of shares, make any declarations to the Autorité des marchés financiers or any other competent authority, draw up any documents, in particular information documents, carry out any formalities and, in general, do whatever may be necessary.

The Board of Directors shall inform the General Meeting, in accordance with the legal requirements, of the transactions carried out under this authorisation;

7. resolves that this authorisation, which cancels and replaces that granted by the fifth resolution of the General Meeting of May 14, 2020, is granted for a period of eighteen (18) months from the date of this General Meeting.

### **Eighteenth resolution**

(Approval of the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking cognisance of the Statutory Auditors' special report presented in accordance with Article L.225-40 of the French Commercial Code on the regulated agreements and commitments referred to in Articles L.225-38 *et seq.* of the French Commercial Code, approves this report in all its provisions as well as the new agreements referred to therein that were authorised by the Board of Directors during the financial year ended December 31, 2020, or subsequent thereto, until the meeting of the Board of Directors at which the financial statements for the financial year ended December 31, 2020 were approved and takes note of the fact that the regulated agreements and commitments entered into and previously approved by the General Meeting, which are referred to therein, have continued during the financial year just ended.

**Nineteenth resolution**

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Section 3.3 of Chapter 8 of the Company's 2020 Universal Registration Document, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information referred to in Article L.22-10-9 of the French Commercial Code relating to the compensation of non-executive corporate officers for the year ended December 31, 2020, as presented in the aforementioned report.

**Twentieth resolution**

(Approval of the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2020, or allocated in respect of the same financial year to the Chief Executive Officer, pursuant to Article L.22-10-34 II of the French Commercial Code)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Section 6.3 of Chapter 7 of the Company's 2020 Universal Registration Document, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2020, or allocated in respect of the same financial year to the Company's Chief Executive Officer, as presented in the aforementioned report.

**Twenty-first resolution**

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Section 3.3 of Chapter 8 of the Company's 2020 Universal Registration Document, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the members of the Board of Directors as determined by the Company's Board of Directors following the proposal of the Appointments and Remuneration Committee and presented in the aforementioned report.

**Twenty-second resolution**

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Section 3.3 of Chapter 8 of the Company's 2020 Universal Registration Document, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chief Executive Officer of the Company, as determined by the Company's Board of Directors following the proposal of the Appointments and Remuneration Committee and presented in the aforementioned report.

**Twenty-third 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, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and contained in Section 3.3 of Chapter 8 of the Company's 2020 Universal Registration Document, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board of Directors of the Company, as determined by the Board of Directors of the Company following the proposal of the Appointments and Remuneration Committee and presented in the aforementioned report.

## Extraordinary resolutions

### Twenty-fourth resolution (Amendment of Article 18 of the Articles of Association)

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, resolves to amend Article 18 of the Company's Articles of Association as follows (the amended part is highlighted in bold):

#### PREVIOUS WORDING

[...]  
Decisions are taken by a majority of the votes of the directors present or represented.  
In the event of a tie, the Chairman of the meeting shall have a casting vote.  
In compliance with the legal and regulatory provisions, the Board's internal regulations may provide that shall be deemed present for the calculation of the quorum and majority those directors who participate in the Board meeting by means of videoconferencing or telecommunications that meet the technical characteristics set by the legal and regulatory provisions in force.  
[...]

#### NEW WORDING

[...]  
Decisions are taken by a majority of the votes of the directors present or represented.  
In the event of a tie, the Chairman of the meeting shall have a casting vote.  
In compliance with the legal and regulatory provisions, the Board's internal regulations may provide that shall be deemed present for the calculation of the quorum and majority those directors who participate in the Board meeting by means of videoconferencing or telecommunications that meet the technical characteristics set by the legal and regulatory provisions in force.  
**Certain decisions of the Board of Directors may, under the conditions provided for by the legal and regulatory provisions in force and in particular Article L.225-37 of the French Commercial Code, be taken by written consultation with the Directors.**  
[...]

### Twenty-fifth resolution (Amendment of Article 19 of the Articles of Association)

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, resolves to amend Article 19 of the Company's Articles of Association as follows (the amended part is highlighted in bold):

#### PREVIOUS WORDING

Article 19 - Attendance fees  
Irrespective of any reimbursement of expenses or allowances for special assignments that may be granted, directors may receive, as directors' fees, remuneration included in general expenses, the total amount of which is set by the shareholders' meeting.  
The Board shall distribute the above-mentioned remuneration among its members under such conditions as it deems appropriate.

#### NEW WORDING

Article 19 - **Remuneration allocated to directors**  
Irrespective of any reimbursement of expenses or allowances for special assignments that may be granted, directors may receive, as **remuneration, a fixed annual sum**, the total amount of which is set by the meeting of shareholders.  
The Board shall distribute the above-mentioned remuneration among its members under such conditions as it deems appropriate.

### Twenty-sixth resolution

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

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1 of the Commercial Code and Articles L.3332-18 *et seq.* of the Labour Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the law and regulations, its authority to proceed, on one or more occasions, at its sole discretion, in the proportions and at the times it deems appropriate, both in France and abroad, with the issue of new shares, the issue being reserved for employees, former employees and eligible corporate officers of the Company and/or companies affiliated with the Company within the meaning of the

provisions of Article L.225-180 of the Commercial Code and Article L.3344-1 of the Labour Code, who have subscribed to a company savings plan;

2. cancels, in favour of said subscribers, the shareholders' preferential subscription rights to the shares that may be issued under this authorisation and waives all rights to the shares that may be allocated free of charge under this resolution by way of discount and/or contribution;
3. resolves that the nominal amount of the capital increase that 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 monetary unit established by reference to several currencies, being specified that the nominal amount of any capital increase carried out pursuant to this delegation will be deducted from the overall nominal ceiling provided for capital increases in paragraph 2 of the fifteenth resolution of the General Meeting of May 14, 2020 and that the ceiling of this delegation will be common to that of the twenty-seventh resolution 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 applicable laws and regulations and, where applicable, contractual

provisions, the rights of holders of securities or other rights giving access to the Company's share capital;

4. resolves that the subscription price of the securities issued pursuant to this delegation will be determined in accordance with the provisions of Article L.3332-19 of the French Labour Code, being specified that the maximum discount in relation to an average of the listed prices of the share during the twenty trading sessions preceding the decision setting the opening date for subscriptions may not therefore exceed 30% (or 40% when the period of unavailability provided for by 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 in which the Group entities participating in the capital increase are located. The Board of Directors may also decide to grant free shares to subscribers for the new shares, in lieu of the discount and/or as part of the employer's contribution;
5. resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law and regulations, to implement this delegation, within the limits and subject to the conditions specified above, in particular, in order to:
  - a) decide to issue new shares of the Company,
  - b) draw up the list of companies whose eligible employees, former employees and corporate officers may benefit from the issue, and set the conditions to be met by the beneficiaries in order to be able to subscribe, directly or through a mutual fund, for the shares to be issued pursuant to this delegation of authority,
  - c) 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 the terms and conditions of subscription, payment and delivery of the shares issued pursuant to this delegation of authority, as well as the date, even with retroactive effect, from which the new shares will carry dividend rights,
  - d) decide, pursuant to Article L.3332-21 of the French Labour Code, to grant, free of charge, shares to be issued or already issued, by way of contribution and/or, where applicable, discount, provided that the consideration of their pecuniary countervalue, valued at the subscription price, does not have the effect of exceeding the limits provided for in Article L.3332-11 of the Labour Code and, in the event of the issue of new shares at a discount and/or by way of a contribution, to incorporate into the capital the reserves, profits or issue premiums necessary to pay up the said shares,
  - e) determine the time limit granted to subscribers for the payment of their securities,
  - f) record or have recorded the completion of the capital increase up to the amount of shares effectively subscribed,
  - g) at its sole initiative, charge the costs of the increase(s) in the share capital against the premiums relating to such increase(s) and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new capital after each increase;

h) in general, take all measures and carry out all formalities necessary for the issue and listing of the shares issued pursuant to the capital increases and the corresponding amendments to the Articles of Association in virtue of this delegation;

6. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period;
7. resolves that this delegation, which cancels and replaces that granted by the nineteenth resolution of the General Meeting of May 14, 2020, is granted for a period of twenty-six (26) months from the date of this General Meeting.

### Twenty-seventh resolution

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

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed 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 right to sub-delegate in accordance with legal and regulatory conditions, its authority to proceed, on one or more occasions, at its sole discretion, in the proportions and at the times it deems appropriate, both in France and abroad, with the issue of new shares, the issue being reserved for one or more categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of the Company and/or companies affiliated with 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 Commercial Code of the Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entities governed by French or foreign law, with or without legal personality, subscribing on behalf of the persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to offer the persons designated in paragraph (i) above a savings or shareholding scheme comparable to those offered to the Company's employees in France;
2. cancels, in favour of the said beneficiaries, the shareholders' preferential subscription right to the shares that may be issued pursuant to this delegation;
3. notes that this delegation entails a waiver by the shareholders of their pre-emptive right to subscribe for the shares of the Company to which the securities issued pursuant to this delegation may entitle them;
4. resolves that the nominal amount of the capital increase that 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 monetary unit established by reference to several currencies, being specified that the nominal amount of any capital increase carried out pursuant to this delegation will be deducted from the overall nominal ceiling provided for capital increases in paragraph 2 of the fifteenth resolution of the General