

7.7 RESOLUTIONS SUBJECT TO THE APPROVAL OF THE COMBINED SHAREHOLDERS' MEETING OF MAY 14, 2020

7.7.1 Draft agenda

For details of this draft, please refer to Section 7.6 "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 the Statutory Auditors on the Company's operations during the financial year ended December 31, 2019.
- ◆ Approval of the parent company financial statements for 2019.
- ◆ Approval of the consolidated financial statements for 2019.
- ◆ Allocation of earnings.
- ◆ Ratification of the co-opting of one director.
- ◆ Authorisation given to the Board of Directors to trade the Company's shares.
- ◆ Approval of the special report of the Statutory Auditors on the agreements and commitments mentioned in Articles L.225-38 et seq. of the French Commercial Code.
- ◆ Approval of the directors' compensation policy for the financial year ended December 31, 2019, as referred to in I of Article L.225-37-3 of the French Commercial Code, pursuant to Article L.225-100, II of the French Commercial Code.
- ◆ Approval of fixed, variable and exceptional components of the total compensation and benefits of all kinds paid during the financial year ended December 31, 2019, or allocated for the same financial year, to the Chief Executive Officer, pursuant to Article L.225-100, III of the French Commercial Code.
- ◆ Approval of the Chief Executive Officer's compensation policy for the 2020 financial year, pursuant to Article L.225-37-2 of the French Commercial Code.
- ◆ Approval of the directors' compensation policy for the 2020 financial year, pursuant to Article L.225-37-2 of the French Commercial Code.
- ◆ Appointment of a Statutory Auditor.
- ◆ Noting the expiry of the term of office of an alternate Statutory Auditor and decision not to replace it.

Within the authority of the Extraordinary Shareholders' Meeting

- ◆ Authorisation to the Board of Directors to reduce the Company's share capital by cancelling treasury shares.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by incorporating reserves, profits or premiums, or any other sum that can be legally capitalised.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights, and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, through public offers other than those specified in Article L.411-2 of the French Monetary and Financial Code.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, through the public offers specified in Article L.411-2, 1 of the French Monetary and Financial Code.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued as compensation for contributions in kind.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares of the Company reserved for members of a company savings plan.
- ◆ Delegation of authority to the Board of Directors to increase the share capital by issuing shares without preferential subscription rights for a specific category of beneficiaries.
- ◆ Amendment of article 13 of the articles of association.
- ◆ Powers to carry out formalities.

7.7.2 Draft resolutions to be submitted to the Combined Shareholders' Meeting

Ordinary resolutions

◆ **First resolution** (*Approval of the parent company financial statements for 2019*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the reports of the Board of Directors and Statutory Auditors on the parent company financial statements for the financial year ended December 31, 2019, approves the parent company financial statements for said financial year as they have been presented, as well as the operations reflected in these financial statements and summarised in these reports.

◆ **Second resolution** (*Approval of the consolidated financial statements for 2019*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the reports of the Board of Directors and Statutory Auditors on the consolidated financial statements for the financial year ended December 31, 2019, approves the consolidated financial statements for said financial year as they have been presented, as well as the operations reflected in these financial statements and summarised in these reports.

◆ **Third resolution** (*Allocation of earnings*)

The Shareholders' Meeting, deliberating according to the quorum and majority conditions for Ordinary Shareholders' Meetings:

- ◆ duly notes that the parent company financial statements for the financial year ending December 31, 2019 show a net profit of €132,677,046;
- ◆ duly notes that the legal reserve, amounting to €31,449,646 as of December 31, 2019, is above the legal requirements;
- ◆ duly notes that the retained earnings as of December 31, 2019, amount to €23,175,245;
- ◆ resolves to allocate the entire net profit for the financial year, *i.e.* €132,677,046, to retained earnings, which are thus increased to €155,852,291.

The Shareholders' Meeting notes, in compliance with the legal provisions, that the dividends distributed for the three preceding financial years were as follows:

Financial year	Number of remuneration shares ⁽¹⁾	Total amount (in €)
2016	156,905,819	20,397,756
2017	155,574,817	52,895,437
2018	151,169,375	119,423,806

(1) The number of remuneration shares does not include treasury shares.

◆ **Fourth resolution** (*Ratification of the co-opting of a director*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, ratifies the co-opting of Ms Marie Pic-Pâris, to replace Mr Jean-Paul Dumortier, who has resigned, until the expiry of the directorship of Mr Dumortier, *i.e.*, until the end of the Shareholders' Meeting convened in 2021 to approve the financial statements for the financial year ending December 31, 2020.

◆ **Fifth resolution** (*Authorisation given to the Board of Directors to trade the Company's shares*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report:

1. authorises the Board of Directors, with the power to further delegate under the legal and regulatory conditions, in compliance with the provisions of Article L.225-209 et seq. of the French Commercial Code, to purchase, on one or more occasions and at the times that it will establish, a number of the Company's shares that may not exceed:
 - i. 10% of the total number of shares composing the share capital at any time whatsoever, or
 - ii. 5% of the total number of shares composing the share capital, if they are shares acquired by the Company with a view to keeping them and

subsequently transferring them as payment or exchange in connection with a merger, spin-off or contribution.

- iii. These percentages apply to a number of shares adjusted, where appropriate, according to the operations that could impact the share capital subsequent to this Shareholders' Meeting.
 - iv. The acquisitions made by the Company may not, under any circumstances, lead it to hold more than 10% of the shares composing its share capital at any time;
2. resolves that this authorisation may be used to:
 - i. ensure liquidity and boost the market for the Company's stock through an investment service provider acting independently under a liquidity agreement, in compliance with the market practice accepted by the Autorité des marchés financiers on July 2, 2018,
 - ii. allocate shares to the corporate officers and employees of the Company and of other Group entities, in particular for the purposes of (i) employee profit sharing, (ii) any Company stock option plan, pursuant to Article L.225-177 et seq. of the French Commercial Code, or (iii) any savings plan in compliance with Article L.3331-1 et seq. of the French Labour Code or (iv) any allocation of bonus shares pursuant to the provisions of Article L.225-197-1 et seq. of the French Commercial Code; additionally, perform all hedging operations relating to these transactions, under the conditions provided for by the market authorities and at the times to be determined by the Board of Directors or the person acting by delegation thereof,

- iii. transfer the Company's shares upon exercise of the rights attached to securities entitling their bearers, directly or indirectly, through reimbursement, conversion, exchange, presentation of a warrant or in any other manner, to the allocation of the Company's shares pursuant to current regulations; additionally, perform all hedging operations relating to these transactions, under the conditions provided for by the market authorities and at the times to be determined by the Board of Directors or the person acting by delegation thereof,
 - iv. keep the Company's shares and subsequently remit them in payment or exchange in connection with any external growth, merger, spin-off or contribution operations,
 - v. cancel all or part of the stock thus purchased,
 - vi. implement all market practices accepted by the Autorité des marchés financiers and, more generally, execute all transactions in compliance with current regulations;
3. resolves that the maximum purchase price per unit may not exceed €14 per share, excluding costs. The Board of Directors may nevertheless, for operations involving the Company's capital, particularly a change to the par value of the share, a capital increase by incorporation of reserves following the creation and allocation of bonus shares, a stock split or reverse stock split, adjust the aforementioned maximum purchase price in order to take into account the impact of these operations on the value of the Company's stock;
4. resolves that the acquisition, disposal or transfer of these shares may be completed and paid for by any methods authorised by the current regulations, on a regulated market, multilateral trading system, systematic internaliser or over the counter, in particular through the acquisition or disposal of blocks of shares, using options or other derivative financial instruments or warrants or, more generally, securities entitling their bearers to shares of the Company, at the times that the Board of Directors will determine;
5. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
6. resolves that the Board of Directors shall have all powers, which it may in turn delegate in compliance with legal and regulatory conditions, in order to, in accordance with applicable legal and regulatory provisions, proceed with the allocation and, if applicable, permitted reallocation of repurchased shares in view of one of the objectives of the programme, to one or more of its other objectives, or even their disposal, on or off the market.

All powers are consequently granted to the Board of Directors, which it may in turn delegate in compliance with legal and regulatory provisions, to implement this authorisation and specify, if necessary, the conditions and set the procedures in accordance with legal conditions and pursuant to this resolution, and in particular to issue all stock market orders, enter into all agreements, in particular for maintaining registers of purchases and sales of shares, complete all declarations to the Autorité des marchés financiers or any other competent authority, prepare all documents, specifically informational documentation, complete all formalities and, generally, do whatever is necessary.

The Board of Directors must inform the Shareholders' Meeting, in accordance with legal conditions, of the operations performed by virtue of this authorisation;

7. resolves that this authorisation, which cancels and replaces the authorisation granted by the fifth resolution of the Shareholders' Meeting of May 16, 2019, be granted for a period of eighteen (18) months as from this Shareholders' Meeting.

◆ **Sixth resolution** (*Approval of the special report of the Statutory Auditors on the agreements and commitments mentioned in Articles L.225-38 et seq. of the French Commercial Code*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the special report of the Statutory Auditors on the agreements and commitments subject to the provisions of Article L.225-38 et seq. of the French Commercial Code, approves this report in all its provisions as well as the new agreements mentioned therein, having been authorised by the Board of Directors during the financial year ended December 31, 2019.

◆ **Seventh resolution** (*Approval of the directors' compensation policy for the financial year ended December 31, 2019, as referred to in Article L.225-37-3 of the French Commercial Code, pursuant to Article L.225-100, II of the French Commercial Code*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.225-100, II of the French Commercial Code, the information relating to the compensation of corporate officers for the financial year ended December 31, 2019, referred to in Article L.225-37-3, I of the French Commercial Code, as set out in Chapter 7, Section 6.3 of the 2019 universal registration document.

◆ **Eighth resolution** (*Approval of fixed, variable and exceptional components of the total compensation and benefits of all kinds paid during the financial year ended December 31, 2019, or allocated for the same financial year, to the Chief Executive Officer, pursuant to Article L.225-100, III of the French Commercial Code*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.225-100, III of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of all kinds paid during the financial year ended December 31, 2019, or allocated for the same financial year, to Mr Xavier Durand, Chief Executive Officer of the Company, as set out in Chapter 7, Section 6.3 of the 2019 universal registration document.

◆ **Ninth resolution** (*Approval of the Chief Executive Officer's compensation policy for the 2020 financial year, pursuant to Article L.225-37-2 of the French Commercial Code*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2, II of the French Commercial Code, the compensation policy for Mr Xavier Durand, Chief Executive Officer of the Company, as set out in Chapter 7, Section 6.3 of the 2019 universal registration document.

◆ **Tenth resolution** (*Approval of the directors' compensation policy for the 2020 financial year, pursuant to Article L.225-37-2 of the French Commercial Code*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having duly noted the corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2, II of the French Commercial Code, the directors' compensation policy as set out in Chapter 7, Section 6.3 of the 2019 universal registration document.

◆ **Eleventh resolution** (*Appointment of a Statutory Auditor*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, appoints Mazars SA, 61 rue Henri Regnault, 92400 Courbevoie, France as Statutory Auditor for the financial years 2020 to 2025 inclusive, *i.e.* until the Shareholders' Meeting convened in 2026 to approve the financial statements for the financial year ended December 31, 2025.

◆ **Twelfth resolution** (*Noting the expiry of the term of office of an alternate Statutory Auditor and decision not to replace it*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, noting the expiry of the term of office of the alternate Statutory Auditor KPMG Audit FS1 at the end of this meeting, resolves not to replace or renew it.

Extraordinary resolutions

◆ **Thirteenth resolution** (*Authorisation to the Board of Directors to reduce the Company's share capital by cancelling treasury shares*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

1. authorises the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, to:
 - i. cancel, at its sole discretion, on one or more occasions, subject to a limit of 10% of the amount of the existing share capital on the date of cancellation (*i.e.*, adjusted according to transactions conducted on the share capital since the adoption of this resolution), for a period of 24 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 buyback price of the cancelled shares and their nominal value to premiums and available reserves as it chooses;
2. confers all powers to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, to set the definitive amount of capital reductions within the limits provided for by law and by this resolution, establishing the terms and conditions, noting their fulfilment, performing all acts, formalities or declarations with a view to finalising the capital reductions that might be conducted under this authorisation and to amend the Articles of Association accordingly;
3. resolves that this authorisation, which cancels and replaces the authorisation granted by the fourteenth resolution of the Shareholders' Meeting of May 16, 2018, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

◆ **Fourteenth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by incorporating reserves, profits or premiums, or any other sum that can be legally capitalised*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and in accordance with the provisions of the French Commercial Code and specifically Articles L.225-129, L.225-129-2 and L.225-130 thereof:

1. delegates to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, its authority to increase the Company's share capital, on one or more occasions, in the proportions and at the times that it will determine, by incorporating reserves, profits or issue, merger or contribution premiums, or any other amount which may be capitalised by law or the Articles of Association, to be carried out by issuing new shares or by raising the nominal amount of existing shares or by combining these two operating procedures according to the terms and conditions that it will determine;

2. resolves that the nominal amount of capital increases likely to be decided by the Board of Directors and conducted under this delegation, immediately and/or over time, may not exceed a maximum amount of seventy-five million euros (€75,000,000). This limit will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
3. specifies that in the event of a capital increase giving rise to the free allocation of new shares, the Board of Directors may decide that fractional shares will not be transferable and that the corresponding shares will be sold, in accordance with the provisions of Article L.225-130 of the French Commercial Code, with the sums resulting from the sale being allocated to rights holders within the regulatory deadlines;
4. resolves that the Board of Directors shall have all powers, which it may in turn delegate in accordance with legal and regulatory conditions, to implement this delegation and in particular to:
 - i. determine the terms and conditions for authorised transactions and specifically set the amount and nature of reserves, profits, premiums or other amounts to be incorporated into the capital, establish the number of new shares to be issued and/or the amount by which the nominal value of existing shares comprising the share capital will be increased, set the date, even retroactively, from which the new shares will be entitled to receive dividends or the date on which the increase in the nominal value will take effect and, where applicable, make all charges against the issue premium (or premiums) and in particular the charges incurred by conducting issues,
 - ii. take any measures designed to protect the rights of shareholders or other rights conferring entitlement to the capital in existence on the day of the capital increase,
 - iii. take all necessary measures and enter into all agreements in order to ensure the successful execution of the planned transaction(s) and, generally, to do all that is required, perform all acts and formalities to finalise the capital increases that may be conducted under this delegation, and to amend the Company's Articles of Association accordingly;
5. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
6. decides that this authorisation, which cancels and replaces the authorisation granted by the fifteenth resolution of the Shareholders' Meeting of May 16, 2018, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

◆ **Fifteenth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights, and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and specifically Articles L.225-129 et seq., L.225-132, L.225-133 and L.228-91 et seq. thereof:

1. delegates to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, the authority to decide to issue, with preferential subscription rights, on one or more occasions, in the proportions and at the times that it will determine, both in France and abroad, in euros or currencies or units of account established by reference to several currencies, Company shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, which may be subscribed for in cash or by offsetting them against unquestionable, liquid and payable debts, or, in whole or in part, by incorporation of reserves, profits or premiums;
2. resolves that the total nominal amount of capital increases likely to be made immediately and/or over time under this delegation may not exceed a maximum of one hundred and fifteen million euros (€115,000,000), or the equivalent in any other currency or currency unit established by reference to several currencies, on the understanding that the nominal amount of capital increases made pursuant to this resolution as well as the sixteenth to twentieth resolutions submitted to this Shareholders' Meeting will count towards this cap. This limit will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
3. resolves that the transferable securities thus issued conferring entitlement to equity securities to be issued by the Company may consist of debt securities or be associated with the issue of such securities, or enable them to be issued, as intermediate securities. The overall maximum nominal amount of debt securities that could be issued on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or the equivalent thereof in currencies or units of account established by reference to several currencies, on the understanding that the nominal amount of debt securities issued pursuant to this resolution as well as the sixteenth to eighteenth resolutions submitted to this Shareholders' Meeting will count towards this cap;

4. acknowledges that this delegation implies a waiver by the shareholders of their preferential subscription rights to equity securities of the Company to which the transferable securities that might be issued on the basis of this delegation may give immediate or future entitlement;
 5. resolves that shareholders may exercise, under the conditions stipulated by law, their preferential subscription right to the equity securities and/or the transferable securities which the Board of Directors may decide to issue under this delegation of authority. The Board of Directors will have the option to grant shareholders the right to subscribe, on a reducible basis, for a greater number of transferable securities than they could subscribe for on an irreducible basis, in proportion to the subscription rights that they have and, in any event, within the limits of their requests.
If all of the equity securities and/or transferable securities issued have not been subscribed on an irreducible basis or, where applicable, on a reducible basis, the Board of Directors will have the option, in the order that it will determine, either to limit, in accordance with the law, the issue in question to the amount of subscriptions received, provided that it reaches at least three-quarters of the issue initially decided, or to freely distribute all or part of the unsubscribed securities between the persons of its choice, or to offer all or part of the unsubscribed securities in the same way to the public, on the French or international market, with the Board of Directors being able to use all the options set out above or just some of them;
 6. further specifies that the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, may in particular:
 - i. decide and establish the characteristics of share issues and transferable securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription, their full payment and their date of entitlement (even retroactive),
 - ii. in the event of the issue of share subscription warrants, set the number and characteristics and decide, if it deems it appropriate, subject and according to the terms and conditions that it will establish, that the warrants may be reimbursed or redeemed, or that they will be allocated free of charge to shareholders in proportion to their rights in the share capital,
 - iii. generally, set the characteristics of all transferable securities and, in particular, the terms and conditions for the allocation of shares, the term of loans that may be issued in bond form, whether subordinated or not, the issue currency, the terms and conditions for redemption of the principal, with or without a premium, the terms and conditions for depreciation and, where applicable, purchase, exchange or early redemption, fixed or variable interest rates, and the payment date; remuneration may include a variable portion calculated by reference to items relating to the Company's business and results and a deferred payment in the absence of distributable profits,
 - iv. decide to use the shares acquired as part of a share buyback programme authorised by the shareholders, to allocate them as a result of the issue of transferable securities issued on the basis of this delegation,
 - v. take any measures to preserve the rights of holders of transferable securities issued or other rights conferring entitlement to the capital of the Company that are required by legislative and regulatory provisions and the applicable contractual stipulations,
 - vi. potentially suspend the exercise of rights attached to these transferable securities for a fixed period in compliance with the legislative and regulatory provisions and the applicable contractual stipulations,
 - vii. note the completion of any capital increases and transferable securities issues, amend the Articles of Association accordingly, allocate the issue costs to premiums and, if it considers it appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one tenth of the new share capital,
 - viii. take all measures and carry out any formalities required for admission to trading on a regulated market of the securities created;
 7. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
 8. resolves that this authorisation, which cancels and replaces the authorisation granted by the sixteenth resolution of the Shareholders' Meeting of May 16, 2018, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.
- ◆ **Sixteenth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, through public offers other than those specified in Article L.411-2 of the French Monetary and Financial Code*)
- The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code and specifically Articles L.225-129 et seq., L.225-135, L.225-136, L.225-148 and L.228-92 thereof:
1. delegates to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, the authority to decide to issue, without preferential subscription rights, by way of public offers other than those referred to in Article L.411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times that it will determine, both in France and abroad, in euros or currencies or units of account established by reference to several currencies, Company shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, which may be subscribed for in cash or by offsetting them against unquestionable, liquid and payable debts; These transferable securities may, in particular, be issued as remuneration for securities contributed to the Company as part of a public exchange offer made in France or abroad according to local rules (for example, for the purpose of a reverse merger) on securities that comply with the conditions set out in Article L.225-148 of the French Commercial Code;

2. resolves that the total nominal amount of capital increases likely to be made immediately and/or over time under this delegation may not exceed a maximum of twenty-nine million euros (€29,000,000), or the equivalent in any other currency or currency unit established by reference to several currencies, on the understanding that (i) the nominal amount of capital increases made pursuant to this resolution as well as the seventeenth to eighteenth resolutions submitted to this Shareholders' Meeting will be count towards this cap and (ii) that the nominal amount of any capital increase carried out pursuant to this delegation will count towards the overall nominal cap stipulated for capital increases in paragraph 2 of the fifteenth resolution of this Shareholders' Meeting.

These limits will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
3. resolves to remove the preferential subscription rights of shareholders to shares and other transferable securities to be issued under this resolution;
4. resolves that, with regard to issues carried out under this delegation, the Board of Directors may establish a subscription priority period for shareholders, on an irreducible and potentially reducible basis, which does not confer entitlement to the creation of transferable rights, and therefore delegates to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, the option to set this deadline as well as its terms and conditions, in accordance with the provisions of Article L.225-135, paragraph 5 of the French Commercial Code;
5. resolves that the transferable securities thus issued conferring entitlement to equity securities to be issued by the Company may consist of debt securities or be associated with the issue of such securities, or enable them to be issued, as intermediate securities. The overall maximum nominal amount of debt securities that might be issued immediately or over time on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or the equivalent thereof in currencies or units of account established by reference to several currencies, on the understanding that this amount will count towards the overall nominal cap for debt security issues provided for in paragraph 3 of the fifteenth resolution;
6. acknowledges that this delegation implies a waiver by the shareholders of their preferential subscription rights to equity securities of the Company to which the transferable securities that might be issued on the basis of this delegation may give entitlement;
7. resolves that if all of the equity securities and/or transferable securities issued have not been subscribed, the Board of Directors will have the option, in the order that it will determine, either to limit the issue to the amount of subscriptions received, provided that it reaches at least three-quarters of the issue initially decided, or to freely distribute all or part of the unsubscribed securities between the persons of its choice, or to offer the unsubscribed securities in the same way to the public, with the Board of Directors being able to use all the options set out above or just some of them;
8. further specifies that the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, may in particular:
 - i. decide and establish the characteristics of share issues and transferable securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription, their full payment and their date of entitlement,
 - ii. in the event of the issue of share subscription warrants, set the number and characteristics and decide, if it deems it appropriate, subject and according to the terms and conditions that it will establish, that the warrants may be reimbursed or redeemed, or that they will be allocated free of charge to shareholders in proportion to their rights in the share capital,
 - iii. generally, set the characteristics of all transferable securities and, in particular, the terms and conditions for the allocation of shares, the term of loans that may be issued in bond form, whether subordinated or not, the issue currency, the terms and conditions for redemption of the principal, with or without a premium, the terms and conditions for depreciation and, where applicable, purchase, exchange or early redemption, fixed or variable interest rates, and the payment date; remuneration may include a variable portion calculated by reference to items relating to the Company's business and results and a deferred payment in the absence of distributable profits,
 - iv. set the issue price of the shares or transferable securities that may be created under the preceding paragraphs such that the Company receives, for each share created or allocated, irrespective of any remuneration in any form including interest or issue or redemption premiums, a sum at least equal to the minimum price stipulated by the legislative or regulatory provisions applicable on the date of issue (*i.e.*, at this time, the weighted average of the Company's share price in the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offer within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, potentially reduced by a maximum discount of 10%),
 - v. take any measures to preserve the rights of holders of transferable securities issued or other rights conferring entitlement to the capital of the Company that are required by legislative and regulatory provisions and the applicable contractual stipulations,
 - vi. potentially suspend the exercise of rights attached to these transferable securities for a fixed period in compliance with the legislative and regulatory provisions and the applicable contractual stipulations,
 - vii. note the completion of any capital increases and transferable securities issues, amend the Articles of Association accordingly, allocate the issue costs to premiums and, if it considers it appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one tenth of the new share capital,
 - viii. take all measures and carry out any formalities required for admission to trading on a regulated market of the securities created;

9. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
10. resolves that this authorisation, which cancels and replaces the authorisation granted by the seventeenth resolution of the Shareholders' Meeting of May 16, 2018, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

◆ **Seventeenth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, through the public offers specified in Article L.411-2, 1 of the French Monetary and Financial Code*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code and specifically Articles L.225-129 et seq., L.225-135, L.225-136 and L.228-91 et seq. thereof:

1. delegates to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, the authority to decide to issue, without preferential subscription rights, by way of the public offers referred to in Article L.411-2, 1 of the French Monetary and Financial Code, subject to the conditions and maximum limits stipulated by the laws and regulations, on one or more occasions, in the proportions and at the times that it will determine, both in France and abroad, in euros or currencies or units of account established by reference to several currencies, Company shares and/or equity securities conferring entitlement to other equity securities and/or conferring entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, which may be subscribed for in cash or by offsetting them against unquestionable, liquid and payable debts;
2. resolves that the total nominal amount of capital increases likely to be made immediately and/or over time under this delegation may not exceed a maximum amount of twenty-nine million euros (€29,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies, on the understanding that this amount will count towards (i) the nominal cap of twenty-nine million euros (€29,000,000) stipulated for capital increases without preferential subscription rights in paragraph 2 of the sixteenth resolution of this Shareholders' Meeting and (ii) the overall nominal cap stipulated for capital increases in paragraph 2 of the fifteenth resolution of this Shareholders' Meeting. These limits will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
3. resolves to remove the preferential subscription rights of shareholders to shares and other transferable securities to be issued under this resolution;
4. resolves that the transferable securities thus issued conferring entitlement to equity securities to be issued by the Company may consist of debt securities or be associated with the issue of such securities, or enable them to be issued, as intermediate securities. The overall maximum nominal amount of debt securities that might be issued immediately or over time on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or the equivalent thereof in currencies or units of account established by reference to several currencies, on the understanding that this amount would count towards the overall nominal cap for debt security issues provided for in paragraph 3 of the fifteenth resolution;
5. acknowledges that this delegation implies a waiver by the shareholders of their preferential subscription rights to equity securities of the Company to which the transferable securities that might be issued on the basis of this delegation may give entitlement;
6. resolves that if all of the equity securities and/or transferable securities issued have not been subscribed, the Board of Directors will have the option, in the order that it will determine, either to limit, in accordance with the law, the issue to the amount of subscriptions received, provided that it reaches at least three-quarters of the issue initially decided, or to freely distribute all or part of the unsubscribed securities between the persons of its choice, or to offer the unsubscribed securities in the same way to the public, with the Board of Directors being able to use all the options set out above or just some of them;
7. further specifies that the Board of Directors, with the option to sub-delegate under the legislative or regulatory conditions, may in particular:
 - i. decide and establish the characteristics of share issues and transferable securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription and their date of entitlement,
 - ii. in the event of the issue of share subscription warrants, set the number and characteristics and decide, if it deems it appropriate, subject and according to the terms and conditions that it will establish, that the warrants may be reimbursed or redeemed,
 - iii. generally, set the characteristics of all transferable securities and, in particular, the terms and conditions for the allocation of shares, the term of loans that may be issued in bond form, whether subordinated or not, the issue currency, the terms and conditions for redemption of the principal, with or without a premium, the terms and conditions for depreciation and, where applicable, purchase, exchange or early redemption, fixed or variable interest rates, and the payment date; remuneration may include a variable portion calculated by reference to items relating to the Company's business and results and a deferred payment in the absence of distributable profits,

- iv. set the issue price of the shares or transferable securities that may be created under the preceding paragraphs such that the Company receives, for each share created or allocated, irrespective of any remuneration in any form, including interest or issue or redemption premiums, a sum at least equal to the minimum price stipulated by the legislative or regulatory provisions applicable on the date of issue (i.e., at this time, the weighted average of the Company's share price in the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offer within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, potentially reduced by a maximum discount of 10%),
- v. decide to use the shares acquired as part of a share buyback programme authorised by the shareholders, to allocate them as a result of the issue of transferable securities issued on the basis of this delegation,
- vi. take any measures to preserve the rights of holders of transferable securities issued that are required by legislative and regulatory provisions and the applicable contractual stipulations,
- vii. potentially suspend the exercise of rights attached to these transferable securities for a fixed period in compliance with the legislative, regulatory and contractual provisions,
- viii. note the completion of any capital increases and transferable securities issues, amend the Articles of Association accordingly, allocate the issue costs to premiums and, if it considers it appropriate, deduct from the amount of capital increases the sums required to increase the legal reserve to one tenth of the new share capital,
- ix. take all measures and carry out any formalities required for admission to trading on a regulated market of the securities created;
- 8. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
- 9. resolves that this authorisation, which cancels and replaces the authorisation granted by the eighteenth resolution of the Shareholders' Meeting of May 16, 2018, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

◆ **Eighteenth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities which confer entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued as compensation for contributions in kind*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and specifically Articles L.225-129 et seq., L.225-147 and L.228-92 thereof:

- 1. delegates to the Board of Directors, with the option to sub-delegate under the legislative and regulatory conditions, the authority to decide, on the basis of the contributions auditors' report, on one or more

occasions, in the proportions and at the times that it will determine, both in France and abroad, in euros or currencies or units of account established by reference to several currencies, to issue shares of the Company and/or equity securities conferring entitlement to other equity securities and/or entitlement to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or transferable securities giving access to capital, when the provisions of Article L.225-148 of the French Commercial Code are not applicable;

- 2. resolves that the total nominal amount of capital increases likely to be made under this delegation may not exceed, in addition to the legal limit of 10% of the share capital (assessed on the day the Board of Directors decides on the issue), a maximum amount of twenty-nine million euros (€29,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies, on the understanding that this amount will count towards (i) the nominal cap of twenty-nine million euros (€29,000,000) stipulated for capital increases without preferential subscription rights in paragraph 2 of the sixteenth resolution of this Shareholders' Meeting and (ii) the overall nominal cap stipulated for capital increases in paragraph 2 of the fifteenth resolution of this Shareholders' Meeting. These limits will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
- 3. resolves that the transferable securities thus issued conferring entitlement to equity securities to be issued by the Company may consist of debt securities or be associated with the issue of such securities, or enable them to be issued, as intermediate securities. The overall maximum nominal amount of debt securities that might be issued immediately or over time on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or the equivalent thereof in currencies or monetary units established by reference to several currencies, on the understanding that this amount would count towards the overall nominal cap for debt security issues provided for in paragraph 3 of the fifteenth resolution;
- 4. resolves to remove, for the benefit of holders of securities or transferable securities, under contributions in kind, the preferential subscription rights of shareholders to shares and other transferable securities to be issued under this resolution;
- 5. acknowledges that this delegation implies a waiver by the shareholders of their preferential subscription rights to equity securities of the Company to which the transferable securities that might be issued on the basis of this delegation may give entitlement;
- 6. further specifies that the Board of Directors, with the option to sub-delegate under the legislative or regulatory conditions, may in particular:
 - i. decide, on the basis of the contributions auditors' report, on the assessment of contributions and the granting of any specific benefits,
 - ii. establishes the characteristics of share issues and transferable securities to be issued and, in particular, their issue price (with or without issue premium), the terms and conditions of their subscription and their date of entitlement,
 - iii. at its sole initiative, allocate the costs of the increase(s) in share capital to the premiums relating to these contributions and deduct from this amount the sums needed to increase the legal reserve to one tenth of the new capital after each increase,

- iv. take any measures to preserve the rights of holders of transferable securities issued or other rights conferring entitlement to the capital of the Company that are required by legislative and regulatory provisions and the applicable contractual stipulations;
- v. note the completion of any issues of shares and transferable securities, amend the Articles of Association as necessary as a result of the completion of any capital increase, allocate the issue costs to premiums if it so desires and also increase the legal reserve to one tenth of the new capital, as well as carry out any formalities and declarations and ask for any authorisations that might prove necessary for making these contributions;
- vi. take all measures and carry out any formalities required for admission to trading on a regulated market of the securities created;
7. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
8. resolves that this authorisation, which cancels and replaces the authorisation granted by the twenty-first resolution of the Shareholders' Meeting of May 16, 2018, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

◆ **Nineteenth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares of the Company reserved for members of a company savings plan*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Extraordinary Shareholders' Meetings, after having reviewed the Board of Directors' report and the Statutory Auditors' special report 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 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 to further delegate in accordance with legal and regulatory provisions, its authority to issue, on one or more occasions, at its sole discretion, in the proportions and at the times that it will determine, both in France and abroad, new shares reserved for employees, former employees and eligible corporate officers of the Company and/or companies related to the Company as defined in Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code, who are members of a company savings plan;
2. removes, for the benefit of said members, the preferential subscription right of shareholders to any shares that may be issued pursuant to this authorisation and waives any rights to any bonus shares that may be allocated based on this resolution by way of discount and/or matching contribution;
3. resolves that the nominal amount of the capital increase likely to be carried out pursuant to this delegation 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, on the understanding that the nominal amount of any capital increase carried out under this delegation will count towards the total nominal cap provided for capital increases in paragraph 2 of the fifteenth resolution of this Shareholders' Meeting and that the cap for this resolution will be the same as for the twentieth resolution. This limit will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
4. resolves that the subscription price of the shares pursuant to this delegation will be determined under the conditions specified in Article L.3332-19 of the French Labour Code, on the understanding that the maximum discount calculated in relation to the average of the share's traded prices during the last 20 trading sessions preceding the decision setting the subscription opening date may not exceed 30%. However, where this delegation is implemented, the Board of Directors may reduce the amount of the discount on a case-by-case basis due to tax, corporate or accounting restrictions applicable in countries where the Group entities participating in the capital increases are established. The Board of Directors may likewise decide to allocate bonus shares to subscribers of new shares, in substitution of the discount and/or as an employer contribution;
5. resolves that the Board of Directors shall have all powers, which it may in turn delegate in accordance with legal and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above, in particular, in order to:
 - i. decide on the issue of new Company shares,
 - ii. compile the list of companies whose employees, former employees and eligible corporate officers may benefit from the issue and set the conditions to be fulfilled by beneficiaries, in order to subscribe, directly or via a mutual investment fund, for the shares issued under this delegation of authority,
 - iii. set the amounts of these issues and determine the subscription prices of securities and the subscription dates, methods for each issue and the conditions for subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even if retroactive, from which the new shares will be entitled to dividends,
 - 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, as an employer matching contribution and/or, as applicable, a discount, provided that the recognition of their equivalent pecuniary value, valued at the subscription price, does not result in exceeding the limits specified in Article L.3332-11 of the French Labour Code and, if new shares are issued by way of discount or matching contribution, in incorporating into capital the reserves, profits or issue premiums required for full payment of the aforesaid shares,

- v. set the period granted to subscribers for full payment of their securities,
 - vi. duly note, or have another party note the completion of the capital increase in the amount of the shares to be effectively subscribed,
 - vii. at its sole initiative, allocate the costs of the increase(s) in share capital to the premiums relating to these increases, and deduct from this amount the sums needed to bring the legal reserve to one tenth of the new capital after each increase,
 - viii. generally, take any and all measures and perform any and all formalities that are necessary for issuing and listing the shares, and following the capital increases and related amendments of the Articles of Association pursuant to this delegation;
6. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
7. resolves that this authorisation, which cancels and replaces the authorisation granted by the fifteenth resolution of the Shareholders' Meeting of May 16, 2019, be granted for a period of twenty-six (26) months as from this Shareholders' Meeting.
- ◆ **Twentieth resolution** (*Delegation of authority to the Board of Directors to increase the share capital by issuing shares without preferential subscription rights, to a specific category of beneficiaries*)
- The Shareholders' Meeting, deliberating according to the quorum and majority required for Extraordinary Shareholders' Meetings, after having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of Articles L.225-129 et seq. and L.225-138 of the French Commercial Code:
1. delegates its authority, which may be further delegated in accordance with legal and regulatory provisions, to issue, on one or more occasions, at its sole discretion, in the proportions and the times that it will determine, both in France and abroad, new shares reserved for one or more categories of beneficiaries who have the characteristics below: (i) employees and/or corporate officers of the Company and/or companies related to the Company as defined in 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 under French or foreign law, having or not having legal personality, subscribing on behalf of the persons designated in paragraph (i) above; and (iii) one or more financial establishments mandated by the Company to offer the persons described 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 said beneficiaries, the preferential subscription right of shareholders to the shares issued under this delegation;
 3. acknowledges that this delegation implies a waiver by the shareholders of their preferential subscription rights to equity securities of the Company to which the transferable securities that might be issued on the basis of this delegation may confer entitlement;
4. resolves that the nominal amount of the capital increase likely to be carried out pursuant to this delegation 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, on the understanding that the nominal amount of any capital increase carried out under this delegation will count towards the total nominal cap provided for capital increases in paragraph 2 of the fifteenth resolution of this Shareholders' Meeting and that the cap for this resolution will be the same as for the nineteenth resolution. This limit will be increased, as necessary, by the nominal value of the shares to be issued in order to preserve the rights of holders of securities or other rights which confer entitlement to the Company's share capital, pursuant to applicable laws and regulations and contractual provisions, where appropriate;
 5. resolves that the price of the securities issued pursuant to this delegation may not be more than 30% lower than the average price of the listed share in the last 20 trading sessions preceding the decision setting the subscription opening date, nor may it exceed that average. However, when this delegation is implemented, the Board of Directors may reduce the amount of the discount on a case-by-case basis due to tax, corporate or accounting restrictions applicable in a given country where the Group entities participating in the capital increases are established. Furthermore, in the case of a transaction carried out under this resolution at the same time as a transaction carried out pursuant to the nineteenth resolution of this Shareholders' 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 the nineteenth resolution of this Shareholders' Meeting;
 6. resolves that the Board of Directors shall have all powers, which it may in turn delegate in accordance with legal and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above, in particular, in order to:
 - i. set 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, pursuant to this delegation of authority,
 - ii. set the amounts of these issues and determine the subscription prices and dates, methods for each issue and the conditions for subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even if retroactive, from which the new shares will be entitled to dividends,
 - iii. set the period granted to subscribers for full payment of their securities,
 - iv. duly note, or have another party note the completion of the capital increase in the amount of the shares to be effectively subscribed,
 - v. at its sole initiative, allocate the costs of the increase(s) in share capital to the premiums relating to these increases, and deduct from this amount the sums needed to bring the legal reserve to one tenth of the new capital after each increase,
 - vi. generally, take any and all measures and perform any and all formalities that are necessary for issuing and listing the shares, and following the capital increases and related amendments of the Articles of Association pursuant to this delegation;

7. resolves that unless it has the prior authorisation of the Shareholders' Meeting, the Board of Directors may not use this delegation of authority once a third party has filed a public offer for the Company's shares, and until the end of the offer period;
8. resolves that this delegation, which cancels and replaces the authorisation granted by the fourteenth resolution of the Shareholders' Meeting of May 16, 2019, be granted for a period of eighteen (18) months as from this Shareholders' Meeting.

◆ **Twenty-first resolution** (*Amendment of Article 13 of the Articles of Association*)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, resolves to amend the first sentence of paragraph 3 of Article 13 of the Articles of Association as follows: "The age limit for holding the office of Chairman shall be 70 years."

◆ **Twenty-second resolution** (*Powers to carry out formalities*)

The Shareholders' Meeting, deliberating according to the quorum and majority required for Ordinary and Extraordinary Shareholders' Meetings, gives full powers to the bearer of copies or extracts of these minutes to fulfil all formalities required by law.