

## 8.2 RESOLUTIONS SUBMITTED TO THE VOTE OF THE COMBINED SHAREHOLDERS' MEETING OF MAY 17, 2022

### 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, 2021.
- Approval of the financial statements for the financial year ended December 31, 2021.
- Approval of the consolidated financial statements for the year ended December 31, 2021.
- Allocation of profit or loss for the year ended December 31, 2021.
- Ratification of the cooptation of Mr David Gansberg as director.
- Renewal of the term of office of Ms Sharon MacBeath.
- Nomination of Mr Laurent Musy as director, following the expiry of Mr Éric Hémar's term of office.
- Nomination of Ms Laetitia Leonard-Reuters as director, following the expiry of Mr Olivier Zarrouati's term of office.
- Authorisation of the Board of Directors to trade in the shares of the Company.
- Approval of the special report of the Statutory Auditors on the regulated agreements and commitments referred to in Articles L.1225-38 *et seq.* of the French Commercial Code.
- Approval of the information mentioned in Section I of Article L.22-10-9 of the French Commercial Code on the remuneration of corporate officers, non-directors pursuant to Article L.22-10-34 Section I of the French Commercial Code.
- Approval of fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021, or awarded for the same financial year to Bernardo Sanchez Incera, Chairman of the Board of Directors, pursuant to Article L.22-10-34 Section II of the French Commercial Code.
- Approval of fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021, or awarded for the same financial year to Xavier Durand, Managing Director, pursuant to Article L.22-10-34 Section II of the French Commercial Code.
- Approval of the remuneration policy applicable to the members of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code.

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

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

- Authorisation to the Board of Directors to reduce the share capital of the Company by cancellation of shares held in its own right.
- Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums or any other sum whose capitalisation would be accepted.
- Delegation of authority to the Board of Directors to increase the share capital by issuing, maintaining the preferential subscription right, shares and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued.
- Delegation of authority to the Board of Directors to increase the share capital by issuing, with cancellation of the preferential subscription right, shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, in the context of offers to the public other than those referred to 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, with cancellation of the preferential subscription right, shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, in the context of offers to the public other than those referred to 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 shares and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued, in return for contributions in kind.
- Delegation of authority to the Board of Directors to increase the share capital with cancellation of the preferential subscription right by issuing Company shares reserved for members of a company savings plan.

- Delegation of authority to the Board of Directors to increase the share capital by issuing shares with cancellation of the preferential subscription right in favour of a specific category of beneficiaries.
- Powers for formalities.

## 8.2.2. Draft resolutions to be submitted to the Combined General Meeting

### Within the remit of the Ordinary General Meeting

#### First resolution

(Approval of the financial statements for the financial year ended December 31, 2021)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having read the reports of the Board of Directors and the Statutory Auditors relating to the financial statements for the financial year ended December 31, 2021, approved the financial statements of the said financial year as they have been presented, as well as the transactions reflected in these financial statements and summarised in these reports.

#### Second resolution

(Approval of the consolidated financial statements for the year ended December 31, 2021)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having read the reports of the Board of Directors and the Statutory Auditors relating to the consolidated financial statements for the financial year ended December 31, 2021, approved the consolidated financial statements for the said financial year as they have been presented, as well as the transactions reflected in those accounts and summarised in those reports.

#### Third resolution

(Allocation of profit or loss for the year ended December 31, 2021)

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

- notes that the Company financial statements as at December 31, 2021 show a net profit for the financial year of €82,223,318;
- notes that the legal reserve, in the amount of €31,449,646 as at December 31, 2021, is granted beyond legal requirements;
- notes that the carry forward as at December 31, 2021 amounts to €54,937,672;

- notes that the distributable profit amounts to €137,160,989;
- decides to deduct an amount of €88,108,699 from the issue premium item;
- decides to allocate to the payment to the shareholders a total amount of €225,269,688, which represents a payment of €1.50 per share.

It is specified that after distribution, the retained earnings shall be equal to €0.

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

In addition, according to article 112, 1° of the French General Tax Code, the portion of the amount allocated to shareholders that is deducted from the premium issue item (*i.e.* €88,108,699) is considered as the reimbursement of a contribution and does not qualify as taxable distributed income, provided that all profits and reserves, excepted for the legal reserve, have been previously distributed.

All shareholders, and specially those residing out of France, are invited to make contact with their usual adviser in order to determine in details the consequences of this distribution from a tax perspective.

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

FINANCIAL YEAR	NUMBER OF SHARES PAID <sup>(1)</sup>	TOTAL AMOUNT (in €)	DISTRIBUTED DIVIDEND ELIGIBLE FOR A 40% REDUCTION MENTIONED IN ARTICLE 158-3-2° OF THE FRENCH GENERAL TAX CODE (in €)
2018	151,169,375	119,423,806	119,423,806
2019	0	0	0
2020	149,047,713	81,976,242	81,976,242

(1) The number of shares paid excludes treasury shares.

The dividend will be detached from the share on May 20, 2022 and paid as of May 24, 2022. The treasury shares held by the Company on May 20, 2022 will not give rise to the right to distribution.

The General Meeting confers full powers on the Board of Directors to determine the final overall amount of the sums distributed according to the number of shares held by the Company on May 20, 2022 and make the necessary adjustments, based on the amount of dividends actually paid, and more generally do whatever is necessary to ensure the proper completion of the transactions covered by this resolution.

#### Fourth resolution

(Ratification of the cooptation of Mr David Gansberg as director)

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, after having read the report of the Board of Directors, ratifies the cooptation of Mr David Gansberg, as director, which took place at the meeting of July 28, 2021 replacing Mr Benoit Lapointe de Vaudreuil, until the expiry of his term of office, or at the end of the General Meeting called to approve the financial statements for the financial year ended December 31, 2024.

#### Fifth resolution

(Renewal of the term of office of Ms Sharon MacBeath)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having read the report of the Board of Directors, noting that Ms Sharon MacBeath's term of office as director expires today, renews Ms Sharon MacBeath, with effect from the end of this meeting, as director for a term of four years. This term of office will expire at the end of the Annual General Meeting called in 2026 to approve the financial statements for the financial year ended December 31, 2025.

#### Sixth resolution

(Nomination of Mr Laurent Musy as director, following the expiry of Mr Éric Hémar's term of office)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having read the report of the Board of Directors, and having taken note of the expiry of the term of office of Mr Éric Hémar, decides to

appoint Mr Laurent Musy as 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 called in 2026 to approve the financial statements for the financial year ended December 31, 2025.

#### Seventh resolution

(Nomination of Ms Laetitia Leonard-Reuters as director, following the expiry of Mr Olivier Zarrouati's term of office)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having read the report of the Board of Directors, and having taken note of the expiry of the term of office of Mr Olivier Zarrouati decides to appoint Ms Laetitia Leonard-Reuters as 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 General Meeting called in 2026 to approve the financial statements for the financial year ended December 31, 2025.

#### Eighth resolution

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

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

1. authorises the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, in accordance with the provisions of Articles L.22-10-62 *et seq.* and L.225-210 *et seq.* of the French Commercial Code, to purchase or cause to be purchased, on one or more occasions and at the times set by it, a number of the Company's shares not exceeding:
  - i. 10% of the total number of shares comprising the share capital at any time, or
  - ii. 5% of the total number of shares making up the share capital in the case of shares acquired by the Company in view of their conservation and subsequent delivery in payment or in exchange in the context of a merger, demerger or contribution transaction.
  - iii. These percentages apply to a number of adjusted shares, as the case may be, depending on the transactions that may affect the share capital after this General Meeting.

- iv. The acquisitions made by the Company may under no circumstances lead the Company to hold at any time whatsoever more than 10% of the shares comprising its share capital;
2. decides that this authorisation may be used to:
    - i. provide liquidity and stimulate the securities market of the Company through an investment service provider acting independently under a liquidity agreement in line with market practice accepted by the Autorité des marchés financiers on June 22, 2021,
    - ii. grant shares to corporate officers and employees of the Company and other Group entities, including (i) Company profit sharing, (ii) any stock option plan of the Company, pursuant to the provisions of Articles L.225-177 *et seq.* and L.22-10-56 *et seq.* of the French Commercial Code, or (iii) any savings plan pursuant to the provisions of Articles L.3331-1 *et seq.* of the French Labour Code or (iv) any free allocation of shares within the framework of the provisions of Articles L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code, as well as to carry out any hedging transactions relating to these transactions, according to the conditions provided for by the market authorities and at such times as the Board of Directors or the person acting on the delegation of the Board of Directors shall assess,
    - iii. deliver Company shares upon exercise of rights attached to securities giving entitlement, directly or indirectly, by redemption, conversion, exchange, presentation of a warrant or in any other manner to the allocation of Company shares within the framework of the regulations in force, as well as to carry out any hedging transactions relating to these transactions, according to the conditions laid down by the market authorities and at such times as the Board of Directors or the person acting on the delegation of the Board of Directors shall assess,
    - iv. retain the Company shares and subsequently deliver them as a payment or exchange in the context of any external growth, merger, demerger or contribution operations,
    - v. cancel all or part of the securities thus purchased,
    - vi. implement any market practice that may be accepted by the Autorité des marchés financiers and, more generally, carry out any transaction in accordance with the regulations in force;
  3. decides that the maximum unit purchase price shall not exceed €15 per share, excluding charges. The Board of Directors may however, in the event of transactions concerning the Company's capital, in particular changes in the nominal value of the share, increase in capital by incorporation of reserves followed by the creation and free allocation of shares, division or consolidation of securities, adjust the aforementioned maximum purchase price in order to take into account the impact of these transactions on the value of the Company's share;
  4. decides that the acquisition, sale or transfer of such shares may be effected and paid by any means authorised by the regulations in force, on a regulated market, on a multilateral trading facility, with a

systematic or over-the-counter internaliser, including by way of acquisition or sale of blocks, by means of options or other derivative financial instruments, or warrants or, more generally, securities giving right to Company shares, at such times as the Board of Directors shall assess;

5. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this authorisation as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
6. decides that the Board of Directors shall have all powers, with the option of sub-delegation under the legislative and regulatory conditions, in order, in accordance with the relevant legislative and regulatory provisions, to make the allocations and, where applicable, the permitted reallocations of shares redeemed for one or more of the objectives of the programme to one or more of its other objectives, or to their transfer, on the market or off the market.

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

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

7. decides that this authorisation, which cancels and replaces that granted by the seventeenth (17<sup>th</sup>) resolution of the General Meeting of May 12, 2021, is granted for a term of eighteen (18) months from the date of this General Meeting.

### Ninth resolution

(Approval of the special report of the Statutory Auditors on the regulated agreements and commitments referred to in Articles L.1225-38 *et seq.* of the French Commercial Code)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having familiarised itself with the special report of the Statutory Auditors presented pursuant to Article L.225-40 of the French Commercial Code on the regulated agreements and commitments referred to in Articles L.1225-38 *et seq.* of the French Commercial Code, approves this report in all its provisions as well as the new agreements referred to therein, having been authorised by the Board of Directors during the financial year ended December 31, 2021 and acknowledges that the regulated agreements and commitments entered into and previously approved by the General Meeting, which were referred to in the report, continued during the past financial year.

**Tenth resolution**

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

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the corporate governance report referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2021 Universal Registration Document, approves, pursuant to Article L.22-10-34 Section I of the French Commercial Code, the information mentioned in Article L.22-10-9 of the French Commercial Code on the remuneration of non-executive corporate officers for the financial year ended December 31, 2021, as presented in the aforementioned report.

**Eleventh resolution**

(Approval of fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021, or awarded for the same financial year to Bernardo Sanchez Incera, Chairman of the Board of Directors, pursuant to Article L.22-10-34 Section II of the French Commercial Code)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2021 Universal Registration Document, approves, pursuant to Article L.22-10-34 Section II of the French Commercial Code, fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the year ended December 31, 2021, or allocated for the same financial year to Bernardo Sanchez Incera, Chairman of the Board of Directors, as presented in the aforementioned report.

**Twelfth resolution**

(Approval of fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021, or awarded for the same financial year to Xavier Durand, Managing Director, pursuant to Article L.22-10-34 Section II of the French Commercial Code)

The General Meeting, acting with the quorum and majority conditions required for Ordinary General Meetings, having read the report on corporate governance referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2021

Universal Registration Document, approves, pursuant to Article L.22-10-34 Section II of the French Commercial Code, fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021, or allocated for the same financial year to Xavier Durand, Chief Executive Officer of the Company, as presented in the aforementioned report.

**Thirteenth resolution**

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

The General Meeting, acting with the quorum and majority conditions required for Ordinary General Meetings, having read the corporate governance report referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2021 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 Board of Directors of the Company on the proposal of the Appointments and Remuneration Committee and presented in the aforementioned report.

**Fourteenth resolution**

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

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having read the report on corporate governance, referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2021 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 on the proposal of the Appointments and Remuneration Committee and presented in the aforementioned report.

**Fifteenth 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, acting with the quorum and majority required for Ordinary General Meetings, having read the report on corporate governance, referred to in Article L.225-37 of the French Commercial Code and appearing in Section 8.1.3 of Chapter 8 of the Company's 2021 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 Board of Directors of the Company on the proposal of the Appointments and Remuneration Committee and presented in the aforementioned report.

## Within the remit of the Extraordinary General Meeting

### Sixteenth resolution

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

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

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

### Seventeenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums or any other sum whose capitalisation would be accepted)

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, after having read the report of the Board of Directors and in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129, L.225-129-2, L.225-130 and L.22-10-50:

1. delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, its competence to increase, on one or more occasions, in the proportions and at the times it determines, the share capital of the Company by incorporation of reserves, profits or premiums of issue,

merger or contribution, or any other sum, the capitalisation of which shall be legally possible, to be carried out by the issue of new shares or by raising the nominal amount of the existing shares or the combination of these two modes of realisation according to the terms and conditions it shall determine;

2. decides that the nominal amount of the capital increases which may be decided by the Board of Directors and carried out, immediately and/or in the future, under this delegation may not exceed a maximum amount of seventy-five million euros (€75,000,000). This ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;
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 the rights forming fractional shares shall not be negotiable and that the corresponding shares shall be sold, in accordance with the provisions of Article L.22-10-50 of the French Commercial Code, the sums arising from the sale being allocated to the holders of the rights within the time limits provided for by the regulations;
4. decides that the Board of Directors shall have all powers, with the option of sub-delegation under the legislative and regulatory conditions, to implement this delegation, and in particular:
  - i. determine the terms and conditions of the authorised transactions and in particular to determine the amount and nature of the reserves, profits, premiums or other amounts to be incorporated into the capital, determine the number of new shares to be issued and/or the amount of which the nominal value of the existing shares making up the share capital will be increased, to determine the date, even retroactive, from which the new shares will be exercised or that on which the increase of the nominal value will take effect and proceed, where applicable, with all charges against the issue premium(s) and, in particular, the costs incurred by the realisation of the issues,
  - ii. take all measures intended to protect the rights of holders of securities or other rights giving access to the capital, existing on the date of the capital increase,
  - iii. take all appropriate measures and enter into all agreements in order to ensure the correct completion of the planned transaction (s) and, generally, to do all that is necessary, to carry out all acts and formalities for the purpose of making final the capital increase(s) that may be carried out under this delegation as well as to amend the Company's Articles of Association accordingly;
5. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;

6. decides that this delegation, which cancels and replaces that granted by the fourteenth 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.

### **Eighteenth resolution**

(Delegation of authority to the Board of Directors to increase the share capital by issuing, maintaining the preferential subscription right, shares and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129 *et seq.*, L. 225-132, L.225-133, L.22-10-49 and L. 228-91 *et seq.*:

1. delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, the power to decide to proceed, on one or more occasions, in the proportions and at the times it assesses, both in France and abroad, in euros or currencies or units of account fixed by reference to several currencies, with the issue, maintaining the preferential subscription right, of Company shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, the subscription of which may be made either in cash or by offsetting certain receivables, liquid and payable, either in whole or in part, by the incorporation of reserves, profits or premiums;
2. decides that the total nominal amount of the capital increases which may be carried out immediately and/or in the future pursuant to this delegation shall not exceed a maximum amount 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, it being specified that the nominal amount of the increases of capital realised pursuant to this resolution and the nineteenth to twenty-third resolutions submitted to this General Meeting shall be deducted from that limit. This ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;
3. decides that the securities giving access to capital securities to be issued by the Company so issued may consist of debt securities or be associated with the issue of such securities, or allow them to be issued as intermediate securities. The maximum overall nominal amount of debt issues that could be carried out on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in foreign currencies or units of account fixed by reference to several currencies, it being specified that the nominal amount of debt securities issued pursuant to this resolution and the nineteenth to twenty-first resolutions submitted to this General Meeting shall be deducted from this ceiling;
4. acknowledges that this delegation entails the waiver, by the shareholders, of their preferential subscription rights, of the capital securities of the Company to which the securities issued on the basis of this delegation may give right immediately or in the future;
5. decides that the shareholders may exercise, under the conditions provided by law, their preferential subscription right on an irreducible basis to the equity securities and/or securities the issue of which shall be decided by the Board of Directors pursuant to this delegation of authority. The Board of Directors shall be entitled to confer on shareholders the right to subscribe, on a reducible basis, a number of securities higher than that which they could subscribe on an irreducible basis, in proportion to the subscription rights available to them and, in any event, up to the limit of their requests.  
  
If the subscriptions on an irreducible basis, and, where applicable, on a reducible basis, have not absorbed all of the capital securities and/or securities issued, the Board of Directors shall have the option, to the extent it determines, to limit, in accordance with the law, the issue in question to the amount of subscriptions received, subject to the condition that it reaches at least three quarters of the issue initially decided, either to freely distribute all or part of the securities not subscribed among the persons of its choice, or to offer in the same way to the public, on the French or international market, all or part of the securities not subscribed, with the Board of Directors being able to use all or only some of the options set out above;
6. further specifies that the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, may in particular:
  - i. decide and determine the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without share premium), the terms of their subscription, their payment and their date of enjoyment (even retroactive),
  - ii. in the event of the issue of share warrants, determine the number and characteristics thereof and decide, if it deems it appropriate, on terms and conditions that it shall determine, that the warrants may be redeemed, or that they will be allocated free of charge to the shareholders in proportion to their right in the share capital,
  - iii. more generally, determine the characteristics of any securities and, in particular, the terms and conditions for the allocation of shares, the duration of the borrowings that may be issued in bond form, their subordinated or unsubordinated nature, the currency of issue, the terms and conditions of repayment of the principal, with or without premiums, the terms and conditions of redemption and, where applicable, the terms and conditions of purchase, exchange or early redemption, the interest rates, fixed or variable, and the payment date; remuneration may include a variable part calculated by reference to items relating to the Company's business and profits 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 allot them as a result of the issuance of the securities issued on the basis of this delegation,
  - v. take all measures to protect the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the laws and regulations and the applicable contractual provisions,
  - vi. suspend the exercise of the rights attached to these securities for a fixed period in accordance with the applicable laws and regulations and contractual provisions,
  - vii. record the completion of any increases in capital and issues of securities, proceed with the corresponding amendment of the Articles of Association, allocate the issue costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary in order to increase the legal reserve to one tenth of the new share capital,
  - viii. take all measures and have all formalities required for the admission to trading on a regulated market of the securities created;
7. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
  8. decides that this delegation, which cancels and replaces that granted by the fifteenth 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.

### Nineteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing, with cancellation of the preferential subscription right, shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, in the context of offers to the public other than those referred to in Article L.411-2 1° of the French Monetary and Financial Code)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, after having read the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129 *et seq.*, L.225-135, L.225-136, L.22-10-49, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L.228-92:

1. delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, the power to decide to proceed by means of offers to the public 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 it shall assess, both in France and abroad, in euros or currency or unit of account fixed by reference to several currencies, the issue, with cancellation of the preferential subscription right, of Company shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, the subscription of which may be made either in cash or by offsetting against certain, liquid and payable receivables. These securities may in particular be issued in order to remunerate securities contributed to the Company, in the context of a public exchange offer made in France or abroad according to local rules (for example, in the context of what is known in English as a reverse merger) on securities meeting the conditions set out in Article L.22-10-54 of the French Commercial Code;

2. decides that the total nominal amount of the capital increases which may be carried out immediately and/or in the future pursuant to this delegation shall not exceed a maximum amount of twenty-nine million euros (€29,000,000) or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified (i) that the nominal amount of capital increases made pursuant to this resolution as well as the twentieth and twenty-first resolutions submitted to this General Meeting shall be deducted from this limit and (ii) that the nominal amount of any capital increase carried out pursuant to this delegation shall be deducted from the overall nominal ceiling provided for capital increases in paragraph 2 the eighteenth resolution of this General Meeting.

These ceilings shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;

3. decides to waive the preferential subscription right of shareholders to shares and other securities to be issued pursuant to the present resolution;
4. decides that, with respect to issues carried out under this delegation, the Board of Directors may establish in favour of the shareholders a period of priority for subscription, in an irreducible and possibly reducible manner, not giving entitlement to the creation of negotiable rights, and therefore delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, the ability to set this time limit and its terms, in accordance with the provisions of Articles L.225-135 and L.22-10-51 of the French Commercial Code;
5. decides that the securities giving access to capital securities to be issued by the Company so issued may consist of debt securities or be associated with the issue of such securities, or allow them to be issued as intermediate securities. The maximum aggregate nominal amount of debt issues that could be realised immediately or in the future on the basis of this delegation may not exceed five hundred million euros (€50,000,000) or its equivalent in foreign currency or in units of account fixed by reference to several currencies, it being specified that this amount shall be deducted from the overall nominal ceiling for debt issues provided for in paragraph 3 of the eighteenth resolution;



6. acknowledges that this delegation entails the waiver, by the shareholders, of their preferential subscription rights, of the capital securities of the Company to which the securities issued on the basis of this delegation may give right;
7. decides that if the subscriptions have not absorbed all of the capital securities and/or securities issued, the Board of Directors shall have the option, to the extent to be determined, to limit the issue to the amount of subscriptions received under the condition that the issue reaches at least three-quarters of the issue decided, either to freely distribute all or part of the securities not subscribed to among the persons of its choice, or to offer them in the same way to the public, the Board of Directors being able to use all the options set out above or only some of them;
8. further specifies that the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, may in particular:
  - i. decide and determine the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without share premium), the terms of their subscription, their payment and their date of enjoyment,
  - ii. in the event of the issue of share warrants, determine the number and characteristics thereof and decide, if it deems it appropriate, on terms and conditions that it shall determine, that the warrants may be redeemed, or that they will be allocated free of charge to the shareholders in proportion to their right in the share capital,
  - iii. more generally, determine the characteristics of any securities and, in particular, the terms and conditions for the allocation of shares, the duration of the borrowings that may be issued in bond form, their subordinated or unsubordinated nature, the currency of issue, the terms and conditions of repayment of the principal, with or without premiums, the terms and conditions of redemption and, where applicable, the terms and conditions of purchase, exchange or early redemption, the interest rates, fixed or variable, and the payment date; remuneration may include a variable part calculated by reference to items relating to the Company's business and profits and a deferred payment in the absence of distributable profits,
  - iv. set the issue price of the shares or securities that may be created pursuant to the preceding paragraphs so that the Company receives for each share created or awarded independently of any remuneration, in any form, interest, issue premium or redemption, an amount at least equal to the minimum price provided for by the laws or regulations applicable on the day of issue or, to date, the weighted average of the Company's share prices of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%,
- v. take all measures to protect the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the laws and regulations and the applicable contractual provisions,
- vi. suspend the exercise of the rights attached to these securities for a fixed period in accordance with the applicable laws and regulations and contractual provisions,
- vii. record the completion of any increases in capital and issues of securities, proceed with the corresponding amendment of the Articles of Association, allocate the issue costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary in order to increase the legal reserve to one tenth of the new share capital,
- viii. take all measures and have all formalities required for the admission to trading on a regulated market of the securities created;
9. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
10. decides that this delegation, which cancels and replaces that granted by the sixteenth 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.

### Twentieth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing, with cancellation of the preferential subscription right, shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, in the context of offers to the public other than those referred to in Article L.411-2 of the French Monetary and Financial Code)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, after having read the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129 *et seq.*, L.225-135, L.225-136, L.22-10-49, L.22-10-51 and L.22-10-52 and L.228-91 *et seq.*:

1. delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, the power to decide to proceed in the context of offers to the public referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code, under the conditions and maximum limits provided by the laws and regulations, on one or more occasions, in the proportions and at the times it shall assess, both in France and abroad, in euros or foreign currencies or units of account fixed by reference to several currencies, with the issue, with cancellation of the

- preferential subscription right, of Company shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, the subscription of which may be made either in cash or by set-off against certain, liquid and payable receivables;
2. decides that the total nominal amount of the capital increases which may be carried out immediately and/or in the future pursuant to this delegation shall not exceed a maximum amount of twenty-nine million euros (€29,000,000) or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified that this amount shall be applied a (i) on the nominal ceiling of twenty-nine million euros (€29,000,000) provided for capital increases with cancellation of the preferential subscription right in paragraph 2 of the nineteenth resolution of this General Meeting as well as (ii) on the overall nominal ceiling provided for the capital increases in paragraph 2 of the [eighteenth] resolution of this General Meeting. These ceilings shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;
  3. decides to waive the preferential subscription right of shareholders to shares and other securities to be issued pursuant to the present resolution;
  4. decides that the securities giving access to capital securities to be issued by the Company so issued may consist of debt securities or be associated with the issue of such securities, or allow them to be issued as intermediate securities. The maximum aggregate nominal amount of debt issues that could be realised immediately or in the future on the basis of this delegation may not exceed five hundred million euros (€500,000,000) or its equivalent in foreign currency or in units of account fixed by reference to several currencies, it being specified that this amount shall be deducted from the overall nominal ceiling for debt issues provided for in paragraph 3 of the eighteenth resolution;
  5. acknowledges that this delegation entails the waiver, by the shareholders, of their preferential subscription rights, of the capital securities of the Company to which the securities issued on the basis of this delegation may give right;
  6. decides that if the subscriptions have not absorbed all of the capital securities and/or securities issued, the Board of Directors shall have the option, to the extent to be determined, to limit, in accordance with the law, the issue to the amount of subscriptions received under the condition that the issue reaches at least three-quarters of the issue decided, either to freely distribute all or part of the securities not subscribed to among the persons of its choice, or to offer them in the same way to the public, the Board of Directors being able to use all the options set out above or only some of them;
  7. further specifies that the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, may in particular:
    - i. decide and determine the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without share premium), the terms of their subscription and their date of enjoyment,
    - ii. in the event of the issue of share warrants, determine the number and characteristics thereof and decide, if it deems it appropriate, on terms and conditions that it shall determine, that the warrants may be redeemed,
    - iii. more generally, determine the characteristics of any securities and, in particular, the terms and conditions for the allocation of shares, the duration of the borrowings that may be issued in bond form, their subordinated or unsubordinated nature, the currency of issue, the terms and conditions of repayment of the principal, with or without premiums, the terms and conditions of redemption and, where applicable, the terms and conditions of purchase, exchange or early redemption, the interest rates, fixed or variable, and the payment date; remuneration may include a variable part calculated by reference to items relating to the Company's business and profits and a deferred payment in the absence of distributable profits,
    - iv. set the issue price of the shares or securities that may be created pursuant to the preceding paragraphs so that the Company receives for each share created or awarded independently of any remuneration, in any form, interest, issue premium or redemption, an amount at least equal to the minimum price provided for by the laws or regulations applicable on the day of issue or, to date, the weighted average of the Company's share prices of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, possibly 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 allot them as a result of the issuance of the securities issued on the basis of this delegation,
    - vi. take all measures to protect the rights of the holders of the securities issued required by the laws and regulations and the applicable contractual provisions,
    - vii. suspend the exercise of the rights attached to these securities for a fixed period in accordance with the legal, regulatory and contractual provisions,
    - viii. record the completion of any increases in capital and issues of securities, proceed with the corresponding amendment of the Articles of Association, allocate the issue costs to the premiums and, if it deems it appropriate, deduct from the amount of the capital increases the sums necessary in order to increase the legal reserve to one tenth of the new share capital,

- ix. take all measures and have all formalities required for the admission to trading on a regulated market of the securities created;
- 8. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
- 9. decides that this delegation, which cancels and replaces that granted by the seventeenth 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-first resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to equity securities to be issued, in return for contributions in kind)

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129 *et seq.*, L.225-147, L.22-10-53 and L.228-92:

1. delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, the power to decide to proceed, on a report by the contributions auditor(s), on one or more occasions, in the proportions and at the times it shall assess, both in France and abroad, in euros or currency or unit of account fixed by reference to several currencies, with the issue of Company shares and/or capital securities giving access to other equity securities and/or giving right to the allocation of debt securities and/or securities giving access to capital securities to be issued, with a view to remunerating contributions in kind granted to the Company and constituted of equity securities or securities giving access to the capital, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
2. decides that the total nominal amount of the capital increases which may be carried out under this delegation shall not exceed, in addition to the legal limit of 10% of the share capital (assessed on the date of the decision of the Board of Directors deciding the issue), a maximum amount of twenty-nine million euros (€29,000,000) or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified that this amount shall be charged (i) to the nominal ceiling of twenty-nine million euros (€29,000,000) provided for capital increases with cancellation of the preferential subscription right in paragraph 2 of the nineteenth resolution of this General Meeting as well as (ii) the overall nominal ceiling provided for the capital increases in paragraph 2 of the eighteenth resolution of this General Meeting. These ceilings shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;
3. decides that the securities giving access to capital securities to be issued by the Company so issued may consist of debt securities or be associated with the issue of such securities, or allow them to be issued as intermediate securities. The maximum aggregate nominal amount of debt issues that could be realised immediately or in the future on the basis of this delegation may not exceed five hundred million euros (€50,000,000) or its equivalent in foreign currency or in currency units fixed by reference to several currencies, it being specified that this amount shall be deducted from the overall nominal ceiling for debt issues provided for in paragraph 3 of the eighteenth resolution;
4. decides to waive for the benefit of holders of securities subject to contributions in kind, the preferential subscription rights of shareholders to shares and other securities to be issued pursuant to this resolution;
5. acknowledges that this delegation entails the waiver, by the shareholders, of their preferential subscription rights, of the capital securities of the Company to which the securities issued on the basis of this delegation may give right;
6. further specifies that the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, may in particular:
  - i. rule, on the report of the contributions auditor(s), on the valuation of contributions and the granting of any special benefits,
  - ii. determine the characteristics of the issues of shares and securities to be issued and, in particular, their issue price (with or without share premium), the terms of their subscription and their date of enjoyment,
  - iii. at its sole initiative, charge the costs of the share capital increase(s) against the premiums relating to these contributions and deduct from this amount the sums necessary to raise the legal reserve to one tenth of the new capital after each increase,
  - iv. take all measures to protect the rights of the holders of the securities issued or other rights giving access to the Company's capital required by the laws and regulations and the applicable contractual provisions,
  - v. record the completion of all issues of shares and securities, amend the Articles of Association rendered necessary by the completion of any capital increase, allocate the issue costs to the premium if it so wishes and also bring the legal reserve to one tenth of the new share capital as well as carry out all formalities and declarations and require all authorisations that may prove necessary for the completion of these contributions,

- vi. take all measures and have all formalities required for the admission of the securities created to trading on a regulated market;
- 7. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
- 8. decides that this delegation, which cancels and replaces that granted by the eighteenth 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-second resolution

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

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

- 1. delegates to the Board of Directors, with the option of sub-delegation under the legislative and regulatory conditions, its authority, to proceed on one or more occasions, on its decisions alone, in the proportions and at the times it shall assess, both in France and, with the issue of new shares, with this issue being reserved for employees, to eligible former employees and corporate officers of the Company and/or companies related to the Company within the meaning of the provisions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code, belonging to a company savings plan;
- 2. cancels, in favour of such members, the preferential subscription right of the shareholders to the shares which may be issued pursuant to this authorisation and waives all rights to the shares that may be granted free of charge on the basis of this resolution under the discount and/or contribution;
- 3. decides that the nominal amount of the capital increase which may be carried out, pursuant to this delegation of authority, may not exceed three million two hundred thousand euros (€3,200,000) or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified that the nominal amount of any capital increase carried out pursuant to this delegation shall be set off against the overall nominal ceiling for the capital increases provided for in paragraph 2 of the eighteenth resolution of this General Meeting and that the ceiling of this delegation shall be common with that of the twenty-third resolution of this General Meeting. This ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;
- 4. decides that the subscription price of the securities issued pursuant to this delegation will be determined under the conditions provided for by the provisions of Article L.3332-19 of the French Labour Code, it being specified that the maximum discount compared to an average of the quoted prices of the share during the twenty trading sessions preceding the decision setting the opening date of the subscription may therefore exceed 30% (or 40% when the unavailability period provided for in the plan pursuant to Articles L.3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years). However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular due to tax, social security or accounting constraints applicable in the countries where the Group entities involved in the capital increase operations are located. The Board of Directors may also decide to allocate shares free of charge to the subscribers of new shares, in substitution of the discount and/or in respect of the contribution;
- 5. decides that the Board of Directors shall have all powers, with the option of sub-delegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above for the purpose, in particular, to:
  - i. decide on the issue of new shares of the Company,
  - ii. establish the list of companies whose employees, former employees and eligible corporate officers may benefit from the issue, set the conditions that the beneficiaries must fulfil, in order to be able to subscribe, directly or through a mutual investment fund, to the shares that will be issued under this delegation of authority,
  - iii. set the amounts of these issues and determine the subscription prices of the securities and the subscription dates, terms and conditions of each issue and conditions of subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even retroactive, from which the new shares will be exercised,
  - iv. decide, pursuant to Article L.3332-21 of the French Labour Code, on the allocation, free of charge, of shares to be issued or already issued, in respect of the contribution and/or, where applicable, the discount, provided that taking into account their financial equivalent, valued at the subscription price, has the effect of exceeding the limits provided for in Article L.3332-11 of the French Labour Code and, in the event of the issue of new shares in respect of the discount and/or the contribution, to incorporate into the capital the reserves, profits or issue premiums necessary for the payment of such shares,
  - v. set the time limit for subscribers to pay up their shares,
  - vi. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed,
  - vii. at its sole initiative, charge the costs of the share capital increase(s) against the premiums relating to these increases and deduct from this amount the sums necessary to raise the legal reserve to one tenth of the new capital after each increase,

- viii. in general, take all measures and carry out all formalities necessary for the issue and listing of the shares issued and further to the capital increases and the corresponding amendments to the Articles of Association pursuant to this delegation;
- 6. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
- 7. decides that this delegation, which cancels and replaces that granted by the twenty-sixth resolution of the General Meeting of May 12, 2021, is granted for a period of twenty-six (26) months from the date of this General Meeting.

### Twenty-third resolution

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

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

1. delegates, with the option of sub-delegation under the legislative and regulatory conditions, its authority to proceed, on one or more occasions, on its decisions alone, in such proportions and at such times as it shall assess, both in France and abroad, with the issue new shares, the issue being reserved for one or more of the categories of beneficiaries meeting the following characteristics: (i) employees and/or corporate officers of the Company and/or companies related to the Company within the meaning of the provisions of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code and having their registered office outside France; (ii) one or more mutual funds or other entity governed by French or foreign law, with or without legal personality, subscribing on behalf of persons designated in paragraph (i) above, and (iii) one or more financial institutions mandated by the Company to propose to the persons designated in paragraph (i) above a system of savings or shareholding comparable to those offered to the employees of the Company in France;
2. cancels, in favour of such beneficiaries, the preferential subscription right of the shareholders to the shares that may be issued under this delegation;
3. acknowledges that this delegation entails the waiver, by the shareholders, of their preferential subscription rights, of the capital securities of the Company to which the securities issued on the basis of this delegation may give right;
4. decides that the nominal amount of the capital increase which may be carried out, pursuant to this delegation of authority, may not exceed three million two hundred thousand euros (€3,200,000) or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified that the nominal amount of any capital increase carried out pursuant to this resolution shall be set off against the overall nominal ceiling for the capital increases in paragraph 2 of the eighteenth resolution of this General Meeting and that the ceiling of this delegation shall be common with that of the twenty-second resolution of this General Meeting. This ceiling shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve in accordance with the laws and regulations and, where applicable, the contractual provisions applicable to the rights of holders of securities or other rights giving access to the Company's capital;
5. decides that the subscription price of the securities issued pursuant to this delegation may not be more than 30% or, where applicable, 40% of the average of the quoted prices of the share during the twenty trading days preceding the date of the decision setting the opening date of the subscription, nor higher than this average. However, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular due to tax, social security or accounting constraints applicable in the countries where the Group entities involved in the capital increase operations are located. Furthermore, in the event of a transaction carried out under this resolution at the same time as a transaction carried out pursuant to the twenty-second resolution of this General Meeting, the subscription price of the shares issued under this resolution may be identical to the subscription price of the shares issued on the basis of the twenty-second resolution of this General Meeting;
6. decides that the Board of Directors shall have all powers, with the option of sub-delegation under the legislative and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above for the purpose, in particular, to:
  - i. determine the list of beneficiaries, within the categories of beneficiaries defined above, of each issue and the number of shares to be subscribed by each of them, under this delegation of authority,
  - ii. set the amounts of these issues and determine the prices and the subscription dates, terms and conditions of each issue and conditions of subscription, payment and delivery of the shares issued under this delegation of authority, as well as the date, even retroactive, from which the new shares will be exercised,
  - iii. set the time limit for subscribers to pay up their shares,
  - iv. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed,
  - v. at its sole initiative, charge the costs of the share capital increase(s) against the premiums relating to these increases and deduct from this amount the sums necessary to raise the legal reserve to one tenth of the new capital after each increase,

- vi. in general, take all measures and carry out all formalities necessary for the issue and listing of the shares issued and further to the capital increases and the corresponding amendments to the Articles of Association pursuant to this delegation;
- 7. decides that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer covering the securities of the Company, until the end of the offer period;
- 8. decides that this delegation, which cancels and replaces the delegation granted by the twenty-seventh resolution of the General Meeting of May 12, 2021, is granted for a period of eighteen (18) months from the date of this General Meeting.

### Twenty-fourth resolution (Powers for formalities)

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