

DRAFT RESOLUTIONS OF THE COMBINED ANNUAL GENERAL MEETING (ORDINARY AND EXTRAORDINARY) OF DECEMBER 9, 2022

DRAFT RESOLUTIONS OF AN ORDINARY NATURE

First resolution

Approval of the annual corporate financial statements - approval of non-tax-deductible expenses and charges

After acknowledging the reports of the Board of Directors and the Statutory Auditors on the annual financial statements, the Annual General Meeting of Shareholders (AGM) approves the corporate financial statements for the fiscal year closing on June 30, 2022 as presented to the meeting, and the general running of the Company as described in the above-mentioned financial statements and reports, and also approves the non-deductible expenses for income taxes governed by article 39-4 of the French Tax Code.

Second resolution

Regulatory agreements

The AGM acknowledges the presentation of the special report of the Statutory Auditors on operations governed by article L.225-38 of the French Commercial Code mentioning the absence of any new agreements of the kind governed by this article.

Third resolution

Application of the profits

The AGM, following the proposal of the members of the Board of Directors, decides to apply the profits of 44,726,071.45 euros in the following manner:

Application to legal reserve: 2,236,303.57 euros
 Dividends to distribute: 36,667,667.20 euros
 Application of the amount to carry forward: 5,822,100.68 euros

After this application, the final amount to carry forward will be 26,967,078.94 euros.

The Company does not benefit from the distribution of dividends on any treasury shares it holds. Any dividends corresponding to these shares will be added to the retained earnings to carry forward.

The dividend is fixed at 1.60 euros per share.

The AGM decides that the dividends will be detached on December 13, 2022 and will be paid on December 15, 2022.

In compliance with the provisions of article 243 bis of the French Tax Code, the AGM notes that it has been reminded that for the last three fiscal years, dividends and income were distributed as follows:

FISCAL YEAR	INCOME ELIGIBLE FOR TAX CREDIT		INCOME NOT ELIGIBLE FOR TAX CREDIT
	DIVIDENDS	OTHER DISTRIBUTED INCOME	
2018-2019	30 938 344.20 € (1) i.e. 1.35 € per share	-	-
2019-2020	22 917 292.00 € (1) i.e. 1.00 € per share	-	-
2020-2021	36 667 667.20 € (1) i.e. 1.60 € per share	-	-

(1) Including the amount of unpaid dividend corresponding to treasury shares and carried forward.

Fourth resolution

Approval of consolidated financial statements for the fiscal year

After acknowledging the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements, the AGM approves the consolidated financial statements for the fiscal year closing on June 30, 2022 as presented to the meeting, and the general running of the group of consolidated companies as described in the above-mentioned financial statements and reports.

Fifth resolution

Fixing the amount for the fees of the Board Members for fiscal year 2021-2022

After acknowledging the report of the Board of Directors, the AGM decides, in compliance with article 23 of the by-laws, to fix the fees for its Board Members for fiscal year 2021-2022 at 49,440 euros.

Sixth resolution

Approval of the provisional appointment of a Board Member

After acknowledging the report of the Board of Directors, the AGM decides to approve the appointment, made provisionally by the Board of Directors at its meeting of March 1, 2022 as independent Board Member, of Mr. Eric GRELICHE, for the remainder of his predecessor's term of office, i.e. until the end of the Shareholders' Meeting called to deliberate on the financial statements for the fiscal year closing on June 30, 2023.

Seventh resolution

Approval of the provisional appointment of a Board Member

After acknowledging the report of the Board of Directors, the AGM decides to approve the appointment, made provisionally by the Board of Directors at its meeting of March 1, 2022 as independent Board Member, of Mr. Pierre-Antoine RIGAUD, for the remainder of his predecessor's term of office, i.e. until the end of the Shareholders' Meeting called to deliberate on the financial statements for the fiscal year closing on June 30, 2024.

Eighth resolution

Renewal of the term of office of a Board Member

After acknowledging the report of the Board of Directors, the AGM, decides to renew the term of office as independent Board Member, of Mrs. Marie-Yvonne CHARLEMAGNE, for the duration of three years, expiring at the end of the Annual General Meeting of Shareholders called to deliberate on the financial statements closing on June 30, 2025.

Ninth resolution

Authorization given to the Board of Directors to allow the Company to buy back treasury shares within the framework of article L.22-10-62 of the French Commercial Code

After acknowledging the report of the Board of Directors, the AGM gives authorization to the Board of Directors, with the faculty of sub-delegation, in compliance with the provisions of article L.22-10-62 et seq. of the French Commercial Code, of Title IV, Book II of the General Regulation of the *Autorité des marchés financiers* (French Securities Regulator) and the European Regulation No. 596/2014 of April 16, 2014, supplemented by delegated regulation (EU) No. 2016-1052 of the commission of March 8, 2016, to purchase or delegate the purchase of the Company's shares in order to:

- ensure liquidity and manage the market for shares through a fully independent investment service provider, with whom a liquidity contract has been signed in compliance with the Charter of Ethics of the AMAFI, recognized by the AMF (French securities regulator),
- hand over shares when an investor exercises his or her rights with regard to securities that provide access by whatever means, immediately or when due, to Company shares,
- apply any other measures that might be authorized or recognized by law or by the *Autorité des marchés financiers* or set any other objective that complies with regulations in force.

The AGM fixes the maximum purchasing price at 80 euros per share, and fixes the maximum number of shares liable to be purchased at two million shares, up to a maximum amount of 80 million euros, on condition legal limits are also respected.

Shares may be acquired, sold or transferred at any moment, except during periods of public issue of the Company's capital stock, and by any means, on the regulated market, outside the market, by multilateral trading facilities, by private agreement, including through blocks of securities or bids, optional mechanisms, derivatives, call options or securities, respecting applicable regulatory conditions.

This authorization is granted for a period of eighteen (18) months commencing as of the date of this AGM, replacing the authorization granted by the AGM of December 10, 2021 regarding the unused proportion on this date.

The AGM grants full powers to the Board of Directors, with the faculty to delegate, to apply the present authorization, place an order on the stock market, sign any agreements, carry out any formalities and declarations with any organizations, and in more general terms, to do all that is required to implement the decisions it has taken with regard to the present authorization.

The Board of Directors shall inform the AGM of any operations carried out, in compliance with applicable regulations.

Tenth resolution

Issue of bonds and other assimilated debt securities

After acknowledging the report of the Board of Directors, the AGM delegates full authority to the Board of Directors to take decisions to proceed in one or several operations, at its own discretion, whether in France or another country and/or on international markets, in euros or any other currency or unit of account fixed in reference to several currencies, with the issue of bonds or other assimilated debt securities, with or without a public issue, up to the nominal value of 600 million euros or the equivalent of this sum if issued in a foreign currency, or in a unit of account fixed in reference to several currencies.

The Board of Directors may decide that the bonds, or other debt securities, will be of the perpetual floating or limited floating rate type, either for the capital stock and/or the interest accrued for these securities.

Full authority is granted to the Board of Directors to proceed with these issues in the limits fixed above, in compliance with legal provisions and with the by-laws, and in particular to:

- determine the period or periods of issue,
- determine the issue currency and the nominal value of the loan, within the limits authorized above,
- fix the terms and conditions of the bonds and/or debt securities to issue, and in particular their nominal value, their issue price, their fixed and/or variable rates of interest, the payment dates, and their fixed or variable redemption price, with or without premium,
- fix, according to market conditions, the duration and conditions of amortization for the loan,
- more generally sign any contract documents or agreements with any banks or institutes, make any provisions and fulfill any formalities concerning the issue, the quotation and the financial management of the aforementioned bonds and/or aforementioned debt securities, and constitute the body of bondholders in compliance with legal provisions, and in a general manner, do all that is required.

The Board of Directors will also have full powers to decide, where necessary, to attach a guarantee to the securities issued and, if this is the case, to define and grant this guarantee, and take any measures for this purpose.

Within the framework of this resolution, the Board of Directors may, in application of article L.228-40 of the French Commercial Code, delegate to its CEO, or with his agreement, to one or several Delegate CEOs, or to one of its members, the powers that it has received for the purpose of the present authorization.

The present authorization is given for a maximum duration of eighteen (18) months. It supersedes the authorization previously granted by the Ordinary AGM of December 10, 2021.

Eleventh resolution

Decision on the components of the remuneration granted for fiscal year 2021-2022 to the Chairman and CEO

After acknowledging the report of the Board of Directors, which states that the Chairman and CEO exercises his functions without any compensation, the AGM approves the absence of compensation granted for fiscal year 2021-2022 to the Chairman and CEO.

Twelfth resolution

Approval of the compensation policy applicable to corporate officers

The Annual General Meeting, deliberating in compliance with conditions of quorum and majority required for Ordinary General Meetings of Shareholders, after acknowledging the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy applicable to corporate officers as presented in the Company's annual report for 2021-2022 in Chapter 3. Report on Corporate Governance in the section "Fees or allowances paid to corporate officers and Board Members."

Thirteenth resolution

Approval of information concerning the compensation of corporate officers as mentioned in I of article L.22-10-9 of the French Commercial Code

The Annual General Meeting, deliberating in compliance with conditions of quorum and majority required for Ordinary General Meetings of Shareholders approves, pursuant to article L.22-10-34 of the French Commercial Code, the information referred to in I of article L.22-10-9 of the same Code which is included in the report of the Board of Directors on corporate governance as presented in the Company's annual report for 2021-2022 in Chapter 3. Report on Corporate Governance in the section "Fees or allowances paid to corporate officers and Board Members."

Fourteenth resolution

Approval of the fixed and variable components of total compensation and benefits of any kind paid or allocated up until October 13, 2021 to Mr. Daniel JACQUEMOND, Delegate CEO

The Annual General Meeting, deliberating in compliance with conditions of quorum and majority required for Ordinary General Meetings of Shareholders, after acknowledging the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-34 of the French Commercial Code, approves the fixed and variable components making up the total compensation and benefits of all kinds attributable up until October 13, 2021 to Mr. Daniel JACQUEMOND, Delegate CEO, as presented in the Company's annual report for 2021-2022 in Chapter 3. Report in the section "Fees or allowances paid to corporate officers and Board Members," and on which the Annual General Meeting of December 9, 2022 is called to vote.

Fifteenth resolution

Approval of the fixed and variable components of total compensation and benefits of any kind paid or allocated as of October 13, 2021 up until June 30, 2022 to Mr. Franck BERGER, Delegate CEO

The Annual General Meeting, deliberating in compliance with conditions of quorum and majority required for Ordinary General Meetings of Shareholders, after acknowledging the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-34 of the French Commercial Code, approves the fixed and variable components making up the total compensation and benefits of all kinds attributable as of October 13 2021 up until June 30, 2022 to Mr. Franck BERGER, Delegate CEO, as presented in the Company's annual report for 2021-2022 in Chapter 3. Report in the section "Fees or allowances paid to corporate officers and Board Members," and on which the Annual General Meeting of December 9, 2022 is called to vote.

DRAFT RESOLUTIONS OF AN EXTRAORDINARY NATURE

Sixteenth resolution

*Delegation of authority to issue, **with** pre-emptive subscription rights, ordinary shares and/or securities providing access, immediately and/or when due, to Company shares or to shares in a company in which it directly or indirectly holds more than half the capital stock, or debt securities in particular such as bonds with an option of conversion and/or exchange for new or existing shares*

After acknowledging the report of the Board of Directors and the special report of the Statutory Auditors, and in compliance with the provisions of articles L.225-129 et seq. of the French Commercial Code, and in particular articles L.225-129-2, L.228-91 to L.228-93, the AGM, deliberating in compliance with conditions of quorum and majority required for Extraordinary General Meetings of Shareholders:

- delegates to the Board of Directors, for the duration of twenty-four (24) months, commencing as of the date of this AGM, with the faculty of sub-delegation, in compliance with legislative provisions, its authority to proceed - whether through a public issue or not, in one or several operations, in the proportion and at the time it deems most opportune, whether in France or another country, in euros or any other currency or unit of account fixed in reference to several currencies, with pre-emptive Shareholder subscription rights - with the issue of ordinary shares and/or securities providing access immediately and/or when due, to Company shares or to shares in a company in which it directly or indirectly holds more than half the capital stock, or to securities that give the right to the allotment of debt securities, and which may be subscribed to either in cash, or by compensation of receivables. The present delegation can be used for one or several issues in application of article L.228-93 of the French Commercial Code.
Any preferential share and security issues providing access by any means, immediately or when due, to preferential shares, are excluded from the present delegation.
- decides that the nominal amount for any increases in the capital stock that are immediate and/or at a due date, and that are liable to result from the present delegation cannot be greater than 300 million euros, to which may be added, where appropriate, and in compliance with applicable regulatory and legislative provisions, and with any contractual stipulations allowing for other cases of adjustment, the nominal amount of extra shares issued to preserve the rights of the bearers of securities that grant rights to the Company's shares, on condition that the global limit fixed in the nineteenth resolution be respected.
- decides that the securities issued providing access to ordinary shares in the Company may, in particular, consist in debt securities, or be associated to the issue of such securities.
In particular they may take the form of perpetual or non-perpetual floating rate notes, and be issued either in euros, or any other currency or unit of account fixed in reference to several currencies.
The nominal amount for any such issued debt securities shall not exceed 300 million euros or the equivalent of this sum if issued in a foreign currency at the date of the decision to issue.
- decides that in the conditions stipulated by law, the Shareholders may exercise their pre-emptive right to subscription, without reduction. Moreover, the Board of Directors may institute, for the benefit of the Shareholders, a pre-emptive subscription right with reduction which may be exercised proportionately to their rights and within the limit of the number requested.
If subscriptions without reduction, or where appropriate with reduction, have not absorbed all the issue of shares or securities providing access to the capital stock as defined above, the Board of Directors may, in any order it may consider to be efficient, make use of the faculties offered by article L.225-134 of the French Commercial Code, and in particular the faculty of proposing to the public all or part of the unsubscribed shares or securities.
- decides that the Board of Directors may not, without prior authorization from the General Meeting of Shareholders, make use of this delegation of authority from the filing by a third party of a proposed takeover bid for the Company's shares until the end of the offer period.
- acknowledges that the present delegation gives full preference to bearers of securities issued that provide access to the Company's capital stock, if the Shareholders renounce their pre-emptive right to subscribe the ordinary shares to which these securities otherwise give the right

- decides that stock purchase warrants in the Company may be issued either by subscription offers, or by free allotment to those who already hold shares.
Where autonomous stock subscription warrants are allocated free, the Board of Directors will be entitled to stipulate that any odd lots of allotment rights are not negotiable, and that the corresponding securities may be sold.
- grants full powers to the Board of Directors to implement this delegation, with the faculty of sub-delegation, and in compliance with legislation, and in particular with the possibility of determining the dates and methods of issues, and the forms and characteristics of the securities to be created, to decide on the prices and conditions of the issues, to fix the amount to issue and the date of entitlement, albeit retroactive, of the securities to be issued, to determine how the ordinary shares or other issued securities are to be paid up, and the conditions in which these securities procure the right to ordinary shares in the Company, and to determine how, where relevant, they can be bought back on the stock market, how they can be cancelled and the possibility of suspending the exercise of rights to allocate ordinary shares associated to securities to be issued, and determine how to protect the interests of the holders of securities that, upon maturity, provide access to the capital stock, in compliance with legislative and regulatory provisions.
- decides, furthermore, that when securities for issue consist in, or are associated to, debt securities, the Board of Directors will also have full powers, with the faculty of sub-delegation, to decide whether they are perpetual or not, their remuneration, and, where relevant, mandatory or optional cases of suspension or non-payment of interest, their duration, the possibility of reducing or increasing the nominal value of the securities and other methods of issue and amortization.
- decides that the Board of Directors may also, with the faculty of sub-delegation, and upon its own initiative, deduct capital increase costs from the amount of premiums associated to this increase, and also deduct from this amount the legal reserves required, and take all necessary measures, and reach any agreements to ensure the successful conclusion of the issues envisaged, and to record any capital increases that result from any issue made through this delegation, and modify the by-laws accordingly.
- finally, decides that this delegation supersedes any previous delegation with the same object, for any unused sums.

If the Board of Directors uses the delegation granted in this resolution, it must report back to the following Ordinary General Meeting of Shareholders on how it has used the authorizations granted in this resolution.

Seventeenth resolution

*Delegation of authority to issue, **without** pre-emptive subscription rights by public offer, of ordinary shares and/or securities providing access immediately and/or when due, to Company shares or shares in a company in which it directly or indirectly holds more than half the capital stock, or debt securities in particular such as bonds with an option of conversion and/or exchange for new or existing shares*

After acknowledging the report of the Board of Directors and the special report of the Statutory Auditors, and in compliance with the provisions of article L.225-129 et seq. of the French Commercial Code, and in particular articles L.225-129-2, L.22-10-51, L.22-10-52, L.228-91 to L.228-93, the AGM, deliberating in compliance with conditions of quorum and majority required for Extraordinary General Meetings of Shareholders:

- delegates to the Board of Directors, for the duration of twenty-four (24) months, commencing as of the date of this AGM, with the faculty of sub-delegation, in compliance with legislative provisions, its authority to proceed - whether through a public issue or not, in one or several operations, in the proportion and at the time it deems most opportune, whether in France or another country, in euros or any other currency or unit of account fixed in reference to several currencies, without pre-emptive Shareholder subscription rights - with the issue of shares and securities providing access immediately or when due, to Company shares or to shares in a company in which it directly or indirectly holds more than half the capital stock, or to securities that give the right to the allotment of debt securities, and which may be subscribed to either in cash, or by compensation of receivables. The present delegation can be used for one or several issues in application of article L.228-93 of the French Commercial Code. Any preferential shares and security issues providing access by any means, immediately or when due, to preferential shares, are excluded from the present delegation of authority.

- decides that the nominal amount for any increases in the capital stock that are immediate and/or at a due date, and that are liable to result from the present delegation, cannot be greater than 300 million euros, to which may be added, where appropriate, and in compliance with applicable regulatory and legislative provisions, and with any contractual stipulations allowing for other cases of adjustment, the nominal amount of extra shares issued to preserve the rights of the bearers of securities that grant rights to the Company's shares, on condition that the global limit fixed in the nineteenth resolution be respected.
- decides that the securities issued providing access to ordinary shares in the Company may, in particular, consist in debt securities, or be associated to the issue of such securities. In particular they may take the form of limited floating securities or not, perpetual or non-perpetual floating rate notes, and be issued either in euros, or any other currency or unit of account fixed in reference to several currencies. The nominal global amount for any such debt securities issued within the framework of this delegation shall not exceed 300 million euros or the equivalent of this sum if issued in a foreign currency at the date of the decision to issue.
- acknowledges that the present delegation gives full preference to others if the Shareholders renounce their pre-emptive right to subscribe the ordinary shares in the Company to which these securities, on the basis of this delegation, otherwise give the right.
- decides to cancel pre-emptive subscription rights of Shareholders to securities concerned by this resolution, while granting the Board of Directors the powers to institute, for the benefit of the Shareholders, a pre-emptive subscription right, with or without reduction which does not grant the right to the creation of negotiable rights.
- decides that the issue price of the new shares issued will at least be equal to the minimum set in regulatory provisions applied on the date of issue, which today is the weighted average of the quoted price of the Company's shares for the last three (3) sessions of the Euronext Paris stock market preceding the date on which this price is fixed, reduced where necessary by the maximum discount of 5% stipulated by legislation in force.
- decides that the Board of Directors will be responsible, with the faculty of sub-delegation, for fixing the issue price of ordinary shares or securities granting the right to the Company's capital stock.
- decides that if the subscriptions of Shareholders and the public have not absorbed all the issue of shares or securities as defined above, the Board of Directors may, in any order it may consider to be efficient, make use of the faculties offered by article L.225-134 of the French Commercial Code, and in particular the faculty of proposing to the public all or part of the unsubscribed shares or securities.
- decides that the Board of Directors may not, without prior authorization from the Annual General Meeting of Shareholders, make use of this delegation of authority from the filing by a third party of a proposed takeover bid for the Company's shares until the end of the offer period.
- grants full powers to the Board of Directors to implement this delegation, with the faculty of sub-delegation, and in compliance with legislation, and in particular with the possibility of determining the dates and methods of issues, and the forms and characteristics of the securities to be created, to decide on the prices and conditions of the issues, to fix the amount to issue and the date of entitlement, albeit retroactive, of the securities to be issued, to determine how the ordinary shares or other issued securities are to be paid up, and the conditions in which these securities procure the right to ordinary shares in the Company, and to determine how, where relevant, they can be bought back on the Paris stock market, how they can be cancelled and the possibility of suspending the exercise of rights to allot ordinary shares associated to securities to be issued, and determine how to protect the interests of the holders of securities that, upon maturity, provide access to the capital stock, in compliance with legislative and regulatory provisions.
- decides, furthermore, that when securities for issue consist in, or are associated to debt securities, the Board of Directors will have full powers, with the faculty of sub-delegation, to decide whether they are perpetual or not, their remuneration, and, where relevant, mandatory or facultative cases of suspension

or non-payment of interest, their duration, the possibility of reducing or increasing the nominal value of the securities and other methods of issue and amortization.

When securities for issue consist in, or are associated to, debt securities, the Board will decide whether they are subordinated or not, will fix their rate of interest and how this interest is to be paid, whether they are perpetual floating or not, their fixed or variable price of redemption, with or without premium, the possibility of reducing or increasing the par value of the securities, and all other methods of issue and amortization according, in particular, to market conditions and the conditions in which these securities grant the right to shares in the Company. Where appropriate, the securities to be issued may be associated with warrants granting the right to the allotment, acquisition or subscription of bonds or other debt securities, or may stipulate that the Company may issue debt securities, whether fungible treasury bonds or not, to pay for interest that has been suspended by the Company, or take the form of complex bonds as defined by the stock market authorities.

The Board of Directors may decide, during the life cycle of the securities concerned, to modify the provisions presented above, on condition that applicable formalities are respected.

- decides that the Board of Directors may also, with the faculty of sub-delegation, and upon its own initiative, deduct capital increase costs from the amount of premiums associated to this increase, and also deduct from this amount the amount required for legal reserves, and take all necessary measures, and reach any agreements to ensure the successful conclusion of the issues envisaged and to record any capital increases that result from any issue made through this delegation and modify the by-laws accordingly.
- finally, decides that this delegation supersedes any previous delegation with the same object, for any unused sums.

If the Board of Directors uses the delegation granted in this resolution, it must report back to the following Ordinary General Meeting of Shareholders on how it has used the authorizations granted in this resolution.

Eighteenth resolution

Delegation of authority to issue, without pre-emptive subscription rights, ordinary shares and/or securities providing access immediately and/or when due, to the Company's capital stock or the capital stock of a company in which it directly or indirectly holds more than half the capital stock, by private placement as defined in the first paragraph of article L. 411-2 of the French Monetary and Financial Code

After acknowledging the report of the Board of Directors and special report of the Statutory Auditors, and in compliance with provisions of article L.225-129 et seq. of the French Commercial Code, and in particular articles L.225-129-2, L.22-10-51, L.22-10-52 and L.228-91 et seq., the AGM, deliberating in compliance with conditions of quorum and majority required for Extraordinary General Meetings of Shareholders:

- delegates to the Board of Directors, with the faculty of sub-delegation, in compliance with legislative provisions, its authority to proceed with an increase in capital stock, in one or several operations, in the proportion and at the time it deems most opportune, respecting the provisions of article L. 233-32 of the French Commercial Code, whether in France or another country, by private placement as defined in the first paragraph of article L. 411-2 of the French Monetary and Financial Code, in euros or any other currency or unit of account fixed in reference to several currencies, through the issue of ordinary shares or securities providing access immediately and/or when due to the Company's capital stock, as governed by articles L. 228-91 et seq. of the French Commercial Code and which may be subscribed to either in cash, or by compensation of receivables.
Any preferential shares and security issues providing access by any means, immediately or when due, to preferential shares, are excluded from the present delegation of authority.
- delegates to the Board of Directors, with the faculty of sub-delegation, in conditions fixed by the law, its authority to proceed with the issue of securities providing access immediately and/or when due to existing or new ordinary shares and/or debt securities of a company in which the Company directly or indirectly holds more than half the capital stock, or which directly or indirectly holds more than half the capital stock of the company, on condition that the issues of securities have been approved by the company in which the rights are exercised.

- decides that the maximum nominal amount for capital stock increases that may be made immediately or when due by virtue of this delegation is 20% of the capital stock on the day of the decision by the Board of Directors. This amount will be deducted from the amount of the total ceiling provided for in the nineteenth resolution, or, where relevant, from the total amount of ceilings provided for in resolutions of the same nature which might possibly follow these resolutions during the validity of the present delegation. The nominal amount of shares that are liable to be issued in the case of new financial operations will be added to these ceilings, to preserve the rights of bearers of securities that provide access to the capital stock. In all cases, issues of securities by virtue of the present delegation are legally limited to 20% of the capital stock every year.
- fixes the duration of the validity of the delegation of authority concerned by the present resolution to twenty-six (26) months, starting from the day of this AGM.
- decides to cancel the Shareholders' preferential subscription rights to the shares covered by this resolution.
- acknowledges that if subscriptions have not absorbed the entire issue, the Board of Directors will be entitled to limit the amount of the operation to the amount of subscriptions received, on condition that this amount reaches at least three-quarters of the issue initially declared.
- acknowledges that the present delegation gives full preference to bearers of securities issued that provide access to the Company's capital stock, if the Shareholders renounce their pre-emptive right to subscribe the shares to which these securities otherwise give the right.
- decides that the price for the subscription of shares and/or securities issued by virtue of the present delegation will be determined in compliance with the provisions of articles L.22-10-52 et R.22-10-32 of the French Commercial Code.
- decides that the Board of Directors, with the faculty of sub-delegation, and in compliance with legislative provisions, will have full powers to exercise the present delegation, in particular to determine the issue dates and conditions, and the form and characteristics of the securities to be created, to fix the issue prices and conditions, to fix the amounts to be issued, to fix the date of entitlement, albeit retroactive, for the securities to be issued, to determine how the issued ordinary shares or other securities should be paid up, and the conditions in which these securities will grant a right to the Company's ordinary shares, to set the conditions where appropriate, for their buyback on the Paris stock market and their possible cancellation, to anticipate the possibility to suspend the exercise of ordinary share allotment rights attached to the securities to be issued and to fix the mechanism for the protection of the interests of holders of securities providing future access to the share capital, in compliance with all legal and regulatory provisions.
- decides, moreover, that when the securities to be issued comprise, or are associated with, debt securities, the Board of Directors will also have full powers, with the faculty of sub-delegation, to determine whether they are perpetual floating or not, their remuneration and, where applicable, the compulsory or optional events of suspension or non-payment of interest, their duration and the possibility of a reduction or increase in the nominal value of the securities, and the other issue and amortization methods.
- decides that the Board of Directors may also, with the faculty of sub-delegation, and upon its own initiative, deduct capital increase costs from the amount of premiums associated to this increase, and also deduct from this amount the legal reserves required, and take all necessary measures, and reach any agreements to ensure the successful conclusion of the issues envisaged, and to record any capital increases that result from any issue made through this delegation and modify the by-laws accordingly.
- decides that the Board of Directors may also, with the faculty of sub-delegation, acknowledge the completion of each capital stock increase and make any related amendments, and generally enter into any agreement in particular to successfully complete the proposed issues envisaged, taking all steps necessary to carry out any formalities for the issue, the quotation, and for the financial servicing of securities issued pursuant to this delegation and for the exercise of the rights attached thereto.

- finally decides that this delegation supersedes the unused portion of any earlier delegations to the same effect.

If the Board of Directors uses the delegation granted in this resolution, it must report back to the following Ordinary General Meeting of Shareholders on how it has used the authorizations granted in this resolution.

Nineteenth resolution

Global limit of the total amount to be issued

After acknowledging the report of the Board of Directors, the AGM decides that any capital increases resulting from the use of delegations involving the authorization to issue shares and other securities granted in the sixteenth, seventeenth and eighteenth resolutions above, whether immediate, deferred or potential, shall not globally exceed the total nominal value of 600 million euros, or the equivalent of this sum if issued in a foreign currency, or in a unit of account fixed in reference to several currencies; to this sum may be added, where relevant for capital stock increases as described above, the nominal amount of extra shares issued in order to protect the interests of the holders of securities that provide access to the capital stock, in accordance with legal and regulatory provisions.

Twentieth resolution

Delegation of authority given to the Board of Directors to increase the capital stock by issuing ordinary shares and/or securities providing access to the capital stock, without pre-emptive rights, to participants in the Company savings plan, pursuant to articles L. 3332-18 et seq. of the French Labor Code

After hearing the reports of the Board of Directors and the Statutory Auditors, the AGM, deliberating within the framework of article L.225-129-6 of the French Commercial Code, decides to increase the capital stock reserved for employees participating in a company or group savings plan.

The AGM delegates to the Board of Directors the powers necessary, upon its own initiative, to take decisions to proceed with the increase in the capital stock, in one or several operations, in the proportion and at the time it deems most opportune, through the issue of shares in the capital stock or securities providing access to the Company's capital stock, without pre-emptive rights to the subscription of shares; the capital increase is reserved for the Company's employees still under contract, or those with work contracts in companies that are associated according to the definition of article L.225-180 of the French Commercial Code, that participate in the Company or group savings plan, and that satisfy any conditions that are laid down by the Board of Directors.

The amount of increase in the capital stock liable to be made through the delegation presented above may not exceed ten million euros in nominal value; to this sum may be added, where relevant, the nominal amount of extra shares issued in order to protect the interests of the holders of securities that provide access to these shares, in accordance with legal provisions in force.

The issue price for new shares, to be fixed by the Board of Directors, cannot be lower by more than 20% of the average rate recorded for the Company's shares on the Paris stock market during the legal period and in the conditions laid down by the law in force at the date considered; current legislation states this period to be the twenty (20) days the Paris stock market is open preceding the day of the decision taken by the Board of Directors to fix the date when subscriptions are open.

The Board of Directors is granted full powers, in conditions fixed by the law, to implement this present delegation, or postpone this implementation to a later date, within the limits and methods that it fixes in advance, in order to:

- determine the companies whose employees may benefit from the issue subscription offer, for the purposes of the present delegation,^[1]_[SEP]
- fix the conditions of seniority in particular necessary to benefit from these subscription offers,
- determine the issue dates and methods adopted,^[1]_[SEP]
- fix the issue prices and conditions,
- fix the amounts to be issued,^[1]_[SEP]
- fix the date of entitlement, albeit retroactive, for the securities to be issued,
- determine how the shares should be paid up and the time granted to the beneficiaries to pay up their subscription,^[1]_[SEP]
- decide whether the subscriptions can be made directly and/or indirectly through mutual funds,

- fix, for security issues covered by the present delegation, the methods and conditions of participation in a company or group savings plan, determine their regulations or, for pre-existing plans, modify their regulations.

Finally, the Board of Directors may, where appropriate, deduct any charges from the premium or premiums associated to capital increases, in particular any costs generated by security issues, and more generally take any useful measures to reach agreements in order to succeed with such issues, record any capital stock increases resulting from an issue made within the framework of the present delegation, and modify the by-laws accordingly.

The present authorization is granted for the maximum duration of twenty-four (24) months. It supersedes the authorization previously granted by the AGM of December 10, 2021.

DRAFT RESOLUTION OF AN ORDINARY NATURE

Twenty-first resolution

Delegation of powers to carry out corporate formalities

The AGM grants full powers to the bearer of a copy or extracts of the minutes recording the present deliberations with the aim of completing all legal and administrative formalities as required.