



Combined Shareholders' Meeting
December 9, 2019
Resolutions

claranova™

ANNUAL ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING December 9, 2019

RESOLUTIONS – as updated December 2, 2019

AGENDA

RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the parent company financial statements for the fiscal year ended June 30, 2019, and discharge of the Chief Executive Officer and members of the Board of Directors;
2. Approval of the consolidated financial statements for the fiscal year ended June 30, 2019;
3. Approval of the costs and expenses referred to in Article 39, paragraph 4, of the French General Tax Code;
4. Appropriation of net income for the fiscal year ended June 30, 2019;
5. Approval of the agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code;
6. Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini for his duties as Chairman of the Management Board, in respect of the fiscal year ended June 30, 2019;
7. Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Sébastien Martin for his duties as a member of the Management Board, in respect of the fiscal year ended June 30, 2019;
8. Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Caroline Bouraine Le Bigot for her duties as Chairwoman of the Supervisory Board, in respect of the fiscal year ended June 30, 2019;
9. Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini, Chairman of the Board of Directors, in respect of the fiscal year ended June 30, 2019;
10. Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini, Chief Executive Officer, in respect of the fiscal year ended June 30, 2019;
11. Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be granted to the Chairman of the Board of Directors in respect of the fiscal year beginning July 1, 2019;

12. Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be granted to the Chief Executive Officer in respect of the fiscal year beginning July 1, 2019;
13. Setting of the amount of Directors' fees payable to members of the Board of Directors;
14. Authorization granted to the Board of Directors to trade in the Company's shares in accordance with Article L. 225-209 of the French Commercial Code;

Resolutions not approved by the Board of Directors

- A. Communication of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini, Chief Executive Officer, in respect of the past five fiscal years;
- B. Authorization granted to the Board of Directors to trade in the Company's shares in accordance with Article L. 225-209 of the French Commercial Code;

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

15. Approval of the contribution in kind of 700,000 Avanquest Canada Inc. shares; approval of the contribution valuation and remuneration terms and conditions;
16. Share capital increase of €61,180,621.56, comprising a par value of €7,442,898 and an issue premium of €53,737,723.56, through the issue of 7,442,898 new ordinary shares at a price of €8.22 each, comprising a par value of €1 and an issue premium of €7.22 in favor of the transferors;
17. Delegation of authority to the Board of Directors to decide the issue, with cancellation of shareholders' preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital or conferring entitlement to a debt security, reserved for specific categories of beneficiaries;

Resolution "B" containing amendments not approved by the Board of Directors

- 17B Delegation of authority to the Board of Directors to decide the issue, with cancellation of shareholders' preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital or conferring entitlement to a debt security, reserved for specific categories of beneficiaries;
18. Delegation of authority to the Board of Directors to issue, on one or more occasions, a maximum of 250,000 share subscription warrants conferring entitlement to subscribe for 250,000 new ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of a specific category of individuals;

Resolution "B" containing amendments not approved by the Board of Directors

- 18B Delegation of authority to the Board of Directors to issue, on one or more occasions, a maximum of 250,000 share subscription warrants conferring entitlement to subscribe for 250,000 new ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of a specific category of individuals;
19. Authorization given to the Board of Directors to grant free shares of the Company, existing or to be issued, to employees of the Company and Claranova group companies, with waiver by shareholders of

their preferential subscription rights;

Resolution “B” containing amendments not approved by the Board of Directors

- 19B Authorization given to the Board of Directors to grant free shares of the Company, existing or to be issued, to employees and executive corporate officers of the Company and Claranova group companies, with waiver by shareholders of their preferential subscription rights;
- 20. Delegation of authority to the Board of Directors to perform a share capital increase, with cancellation of shareholders’ preferential subscription rights, reserved for employees of the Company and affiliated companies;

Resolution “B” containing amendments not approved by the Board of Directors

- 20B Delegation of authority to the Board of Directors to perform a share capital increase, with cancellation of shareholders’ preferential subscription rights, reserved for employees of the Company and affiliated companies;
- 21. Authorization granted to the Board of Directors to reduce the Company’s share capital by cancellation of shares;
- 22. Overall ceiling on share capital increases;
- 23. Powers to carry out formalities.

RESOLUTIONS

RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION (*Approval of the parent company financial statements for the fiscal year ended June 30, 2019, and discharge of the Chief Executive Officer and members of the Board of Directors*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' management report and corporate governance report, as well as the statutory auditors' report on the annual financial statements,

approves the annual financial statement for the fiscal year ended June 30, 2019, as presented to it, and the transactions reflected in these financial statements and summarized in these reports, showing a net accounting loss of €5,270,217.10.

Accordingly, the General Shareholders' Meeting fully and without reservation discharges the Chief Executive Officer and members of the Board of Directors for their duties during the past fiscal year.

SECOND RESOLUTION (*Approval of the consolidated financial statements for the fiscal year ended June 30, 2019*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' management report and corporate governance report, as well as the statutory auditors' report on the consolidated financial statements,

approves the consolidated financial statement for the fiscal year ended June 30, 2019, as presented to it, and the transactions reflected in these financial statements and summarized in these reports, showing a net accounting loss of €41,416,646.09.

THIRD RESOLUTION (*Approval of the costs and expenses referred to Article 39, paragraph 4, of the French General Tax Code*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the Board of Directors' management report and the statutory auditors' report on the annual financial statements and acting in accordance with Article 223 *quater* of the French General Tax Code (*Code Général des Impôts*),

takes due note that during the fiscal year ended June 30, 2019, excess depreciation totaled €9,994, but that no extravagant expenditure or expenses or costs not tax deductible as referred to in paragraph 4 of Article 39 of the French General Tax Code were incurred.

FOURTH RESOLUTION (*Appropriation of net income for the fiscal year ended June 30, 2019*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, **resolves**, in accordance with the Board of Directors' proposal, to allocate the net income for the fiscal year ended June 30, 2019, i.e. an accounting net loss of €5,270,217.10, in full to "Retained earnings", thereby bringing this reserve to a debit balance of €94,036,361.92.

In accordance with Article 243 *bis* of the French General Tax Code, the General Shareholder's Meeting takes due note that a dividend has not been paid in the past three fiscal years.

FIFTH RESOLUTION (Approval of the agreements governed by Articles L. 225-38 et seq. of the French Commercial Code)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the statutory auditors' special report on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code,

approves the conclusions of the statutory auditors' report prepared in accordance with Article L. 225-38 of the French Commercial Code on agreements subject to authorization and the agreements presented therein.

SIXTH RESOLUTION (Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini for his duties as Chairman of the Management Board, in respect of the fiscal year ended June 30, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the corporate governance report and acting in accordance with Article L. 225-100-II of the French Commercial Code,

approves the fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted, in respect of the fiscal year ended June 30, 2019, to Pierre Cesarini for his duties as Chairman of the Management Board up to December 13, 2018, the date at which the Company changed its governance method, as presented in the corporate governance report.

SEVENTH RESOLUTION (Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Sébastien Martin for his duties as a member of the Management Board, in respect of the fiscal year ended June 30, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the corporate governance report and acting in accordance with Article L. 225-100-II of the French Commercial Code,

approves the fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted, in respect of the fiscal year ended June 30, 2019, to Sébastien Martin for his duties as a member of the Management Board up to December 13, 2018, the date at which the Company changed its governance method, as presented in the corporate governance report.

EIGHTH RESOLUTION (Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Caroline Bouraine Le Bigot for her duties as Chairwoman of the Supervisory Board, in respect of the fiscal year ended June 30, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the corporate governance report and acting in accordance with Article L. 225-100-II of the French Commercial Code,

approves the fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted, in respect of the fiscal year ended June 30, 2019, to Caroline Bouraine Le Bigot for her duties as Chairwoman of the Supervisory Board up to December 13, 2018, the date at which the Company changed its governance method, as presented in the corporate governance report.

NINTH RESOLUTION (Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini, Chairman of the Board of Directors, in respect of the fiscal year ended June 30, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the Board of Directors' corporate governance report and acting in accordance with Article L. 225-100-II of the French Commercial Code,

approves the fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted, in respect of the fiscal year ended June 30, 2019, to Pierre Cesarini, Chairman of the Board of Directors from December 13, 2018, as presented in the corporate governance report.

TENTH RESOLUTION (Approval of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini, Chief Executive Officer, in respect of the fiscal year ended June 30, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the Board of Directors' corporate governance report and acting in accordance with Article L. 225-100-II of the French Commercial Code,

approves the fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted, in respect of the fiscal year ended June 30, 2019, to Pierre Cesarini, Chief Executive Officer from December 13, 2018, as presented in the corporate governance report.

ELEVENTH RESOLUTION (Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be granted to the Chairman of the Board of Directors in respect of the fiscal year beginning July 1, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the corporate governance report and the Board of Directors' supplementary report on corporate governance, and acting in accordance with Article L. 225-37-2 of the French Commercial Code,

approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be granted to the Chairman of the Board of Directors for his duties during the fiscal year beginning July 1, 2019, as presented in the corporate governance report and the Board of Directors' supplementary report on corporate governance.

TWELFTH RESOLUTION (Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be granted to the Chief Executive Officer in respect of the fiscal year beginning July 1, 2019)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the corporate governance report and the Board of Directors' supplementary report on corporate governance, and acting in accordance with Article L. 225-37-2 of the French Commercial Code,

approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be granted to the Chief Executive Officer for his duties during the fiscal year beginning July 1, 2019, as presented in the corporate governance report and the Board of Directors' supplementary report on corporate governance.

THIRTEENTH RESOLUTION (*Setting of the amount of Directors' fees payable to members of the Board of Directors*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and having read the Board of Directors' report,

resolves to set at:

- two hundred thousand (200,000) euros, the maximum total annual amount of Directors' fees payable to members of the Board of Directors for the fiscal year beginning July 1, 2019 and for each subsequent fiscal year until a new General Shareholders' Meeting decision.

It being stipulated that the Board of Directors shall determine the allocation of this amount among its members.

FOURTEENTH RESOLUTION (*Authorization granted to the Board of Directors to trade in the Company's shares in accordance with Article L. 225-209 of the French Commercial Code*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and having read the Board of Directors' report and the Board of Directors' supplementary report,

authorizes the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, to purchase or sell or arrange the purchase or sale of the Company's shares as part of a share buyback program, in accordance with European Regulation no. 596/2014 of April 16, 2014 and Articles L. 225-209 *et seq.* of the French Commercial Code and all other legal and regulatory provisions that could be applicable,

resolves that this authorization is intended to enable:

- the management of the equity market under a liquidity contract entered into with an investment services provider that complies with the Ethical Charter recognized by the French Financial Markets Authority (*Autorité des marchés financiers*, AMF),
- the grant or sale of shares to employees and/or corporate officers of the Company or affiliated companies, on the terms and by the methods provided by law, and notably in the context of the French statutory profit-sharing scheme, through the grant of free shares, or in the event of the exercise of share purchase options or employee share ownership transactions reserved for members of a company savings plan,
- the retention of shares and their subsequent presentation in payment or exchange for potential external growth, merger, demerger or contribution transactions,
- their use in any transaction to hedge the Company's commitments involving financial instruments notably covering changes in the Company's share price,
- the delivery of shares on the exercise of rights attached to securities granting access, immediately or in the future, by redemption, conversion, exchange, presentation of a warrant or any other means of awarding Company shares, and the performance of all hedging transactions relating to the issue of such securities, under the terms stipulated by the market authorities and at the times the Board of Directors sees fit,
- the cancellation of some or all of the shares via a share capital reduction (specifically in order to optimize cash management, the return on equity or earnings per share), subject to the adoption by this General Shareholders' Meeting of the 21st resolution below,
- the implementation of any market practice that may be permitted by the AMF and more broadly the carrying out of any transaction that complies with prevailing regulations.

The maximum number of shares that may be bought back by the Company under this resolution may not

exceed 10% of the shares comprising the Company's share capital at any time, this percentage being adjusted for transactions impacting the share capital and performed after this General Shareholders' Meeting, it being stipulated that the maximum number of shares that may be purchased by the Company with a view to their retention or subsequent presentation in a merger, de-merger or contribution transaction may not exceed 5% of the Company's share capital and where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

The Company may not hold, directly or indirectly, more than 10% of the share capital at any time.

The shares purchased may be retained, sold or more generally transferred by any means in accordance with applicable regulations and purchases, sales and transfers of shares may be performed at any time, including during a public offering targeting the Company's securities, subject to the limits authorized by prevailing laws and regulations, by any means, and on any market or over the counter, within the limits set by prevailing regulations.

The General Shareholders' Meeting **resolves** that the maximum purchase price per share may not exceed the higher of the last independent transaction (most recent share price) and the current highest independent offer on the market where the purchase is performed.

In the event of a share capital increase by capitalizing reserves and granting free shares, as well as in the event of a stock-split or reverse stock-split, the above prices will be adjusted based on the ratio of the number of shares issued and outstanding before the transaction to this number after the transaction.

The General Shareholders' Meeting **delegates** to the Board of Directors, in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share grant, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, the power to adjust the above purchase price to take account of the impact of such transactions on the value of the shares.

The General Shareholders' Meeting **confers** full powers on the Board of Directors to:

- assess the appropriateness of launching a share buyback program;
- set the terms and conditions of the share buyback program and particularly the price of the purchased shares;
- purchase, sell or transfer these shares by any means and place all stock market orders;
- allocate or reallocate purchased shares to desired objectives subject to applicable legal and regulatory conditions;
- prepare and publish the official announcement of the implementation of the share buyback program;
- and, more broadly, do all that is useful or necessary to execute and implement this decision;

resolves that this authorization is granted for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting;

takes due note that this authorization will supersede, in the amount of any unused portion, the previous delegation with the same effect (*30th resolution presented to the General Shareholders' Meeting of November 29, 2018, held on second notice on December 13, 2018*).

Resolution not approved by the Board of Directors

RESOLUTION A (*Communication of fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini, Chief Executive Officer, in respect of the past five fiscal years*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings,

resolves that the Board of Directors will report to the Ordinary Shareholders' Meeting, under the conditions defined in prevailing regulations, on the fixed, variable and exceptional components of total compensation and benefits of all kind paid or granted to Pierre Cesarini in respect of the past five fiscal years. The compensation components are of a nature to enable a comparison of the compensation with market standards and value creation for the Company.

Resolution not approved by the Board of Directors

RESOLUTION B (*Authorization granted to the Board of Directors to trade in the Company's shares in accordance with Article L. 225-209 of the French Commercial Code*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and having read the Board of Directors' report and the Board of Directors' supplementary report,

authorizes the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, to purchase or arrange the purchase of the Company's shares up to a maximum of **1,000,000 shares** as part of a share buyback program, in accordance with European Regulation no. 596/2014 of April 16, 2014 and Articles L. 225-209 *et seq.* of the French Commercial Code and all other legal and regulatory provisions that could be applicable,

resolves that this authorization is intended to enable:

- the grant or sale of shares to employees and/or corporate officers of the Company or affiliated companies, on the terms and by the methods provided by law, and notably in the context of the French statutory profit-sharing scheme, through the grant of free shares, or in the event of the exercise of share purchase options or employee share ownership transactions reserved for members of a company savings plan,
- the retention of shares and their subsequent presentation in payment or exchange for potential external growth, merger, demerger or contribution transactions, or their use in any transaction to hedge the Company's commitments involving financial instruments notably covering changes in the Company's share price,
- the delivery of shares on the exercise of rights attached to securities granting access, immediately or in the future, by redemption, conversion, exchange, presentation of a warrant or any other means of awarding Company shares, and the performance of all hedging transactions relating to the issue of such securities, under the terms stipulated by the market authorities and at the times the Board of Directors sees fit,
- the cancellation of some or all of the shares via a share capital reduction (specifically in order to optimize cash management, the return on equity or earnings per share), subject to the adoption by this General Shareholders' Meeting of the 21st resolution below,
- the implementation of any market practice that may be permitted by the AMF and more broadly the carrying out of any transaction that complies with prevailing regulations.

The maximum number of shares that may be bought back by the Company under this resolution may not exceed 10% of the shares comprising the Company's share capital at any time, this percentage being adjusted for transactions impacting the share capital and performed after this General Shareholders'

Meeting, it being stipulated that the maximum number of shares that may be purchased by the Company with a view to their retention or subsequent presentation in a merger, de-merger or contribution transaction may not exceed 5% of the Company's share capital and where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

The Company may not hold, directly or indirectly, more than 10% of the share capital at any time.

The shares purchased may be retained, sold or more generally transferred by any means in accordance with applicable regulations and purchases, sales and transfers of shares may be performed at any time, including during a public offering targeting the Company's securities, subject to the limits authorized by prevailing laws and regulations, by any means, and on any market or over the counter, within the limits set by prevailing regulations.

The General Shareholders' Meeting **resolves** that the maximum purchase price per share may not exceed the higher of the last independent transaction (most recent share price) and the current highest independent offer on the market where the purchase is performed.

In the event of a share capital increase by capitalizing reserves and granting free shares, as well as in the event of a stock-split or reverse stock-split, the above prices will be adjusted based on the ratio of the number of shares issued and outstanding before the transaction to this number after the transaction.

The General Shareholders' Meeting **delegates** to the Board of Directors, in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share grant, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, the power to adjust the above purchase price to take account of the impact of such transactions on the value of the shares.

The General Shareholders' Meeting **confers** full powers on the Board of Directors to:

- set the terms and conditions of the share buyback program and particularly the price of the purchased shares;
- purchase these shares by any means and place all stock market orders;
- allocate or reallocate purchased shares to desired objectives subject to applicable legal and regulatory conditions;
- prepare and publish the official announcement of the implementation of the share buyback program;
- and, more broadly, do all that is useful or necessary to execute and implement this decision;

resolves that this authorization is granted for a maximum period of eighteen (6) months as from the date of this General Shareholders' Meeting;

takes due note that this authorization will supersede, in the amount of any unused portion, the previous delegation with the same effect (30th resolution presented to the General Shareholders' Meeting of November 29, 2018, held on second notice on December 13, 2018).

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

FIFTEENTH RESOLUTION (Approval of the contribution in kind of 700,000 Avanquest Canada Inc. shares; approval of the contribution valuation and remuneration terms and conditions)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having read:

- the Board of Directors' report and the Board of Directors' supplementary report,
- Document E published on the Company's website in the legal and regulatory conditions,
- the report of the independent appraiser appointed by an order of the Nanterre Trade Court on September 19, 2019, in accordance with Article L. 225-147 of the French Commercial Code,
- the contribution agreement transferring full ownership of 700,000 "Class B Shares" of Avanquest Canada Inc., a corporation incorporated under Canadian law and registered under the number BC1161744, (the "**Contribution Agreement**"), under the terms of which the transferors will make the following transfers:

Transferor	Number of Class B Shares transferred
Daniel Assouline Family Trust	460,053
6673279 Canada Inc.	14,820
Dadoun Family Trust	207,424
Eric Gareau	17,703

i.e. a total of 700,000 Avanquest Canada Inc. "Class B Shares" to the Company, at a value of €61,180,621.56, in consideration for the grant by the Company to the transferors of 7,442,898 new ordinary shares with a par value of one euro (€1) each, via a share capital increase in remuneration for the contributions,

approves, subject to the adoption of the following resolution, the Contribution Agreement and all its provisions, together with the contributions themselves, their valuation and the remuneration terms and conditions (the "**Contribution in Kind**").

SIXTEENTH RESOLUTION (Share capital increase of €61,180,621.56, comprising a par value of €7,442,898 and an issue premium of €53,737,723.56, through the issue of 7,442,898 new ordinary shares at a price of €8.22 each, comprising a par value of €1 and an issue premium of €7.22 in favor of the transferors)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having read:

- the Board of Directors' report and the Board of Directors' supplementary report,
- Document E published on the Company's website in the legal and regulatory conditions,
- the report of the independent appraiser appointed by an order of the Nanterre Trade Court on September 19, 2019, in accordance with Article L. 225-147 of the French Commercial Code,
- the Contribution Agreement,

and given the approval of the preceding resolution,

resolves, in consideration for these contributions, of a total value of €61,180,621.56, as assessed by the independent appraiser in his report prepared in accordance with the provisions of Article L. 225-147 of the French Commercial Code, to increase the share capital by a total par value amount of €7,442,898, by issuing 7,442,898 new ordinary shares with a par value of one euro (€1) each, at a unit price of €8.22, fully paid-up and allocated as follows:

Transferor	Company shares issued in consideration for the contributions
Daniel Assouline Family Trust	4,891,611
6673279 Canada Inc.	157,577
Dadoun Family Trust	2,205,479
Eric Gareau	188,231

resolves that the shares issued will be ordinary shares, immediately tradeable and will bear dividend rights from the first day of subscription. From creation, these shares will rank *pari passu* with existing shares and will be subject to all provisions of the Articles of Association and decisions of General Shareholders' Meetings; applications for admission to trading on the Euronext Paris market will be submitted in respect of the shares;

approves the contribution premium of a total amount of €53,737,723.56 (the "Contribution Premium"), equal to the difference between (i) the value of the Contribution in Kind of a total amount of €61,180,621.56 and (ii) the total par value amount of the share capital increase performed in consideration for the Contribution in Kind of €7,442,898;

resolves that the Contribution Premium or its balance, where applicable, will be recorded in a special "Contribution premium" account in liabilities in the Company's balance sheet, available for use in any way by the Company;

resolves that the aforementioned share capital increase will take effect on January 6, 2020, subject to satisfaction of all conditions precedent detailed in the Contribution Agreement, and confers full powers on the Board of Directors, including that of sub-delegation to the Chief Executive Officer, to:

- record satisfaction of the conditions precedent detailed in the Contribution Agreement,
- record completion of the share capital increase on January 6, 2020, or delay recording of the share capital increase to a later date where the above conditions precedent have not been satisfied on January 6, 2020,
- amend the Articles of Association accordingly,
- at its sole decision and where it considers appropriate, offset expenses, duties and taxes relating to the Contribution in Kind, its completion and its consequences against the Contribution Premium and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital,
- perform all formalities necessary to the listing of the shares issued on the Euronext Paris market, and
- more broadly, make all statements, declarations and communications, prepare all reiterative, confirmatory, amending or supplementary deeds, conclude all contract amendments and take all measures, sign all documents, deeds or contracts and perform all formalities or procedures useful or necessary to the completion of the Contribution in Kind.

SEVENTEENTH RESOLUTION (*Delegation of authority to the Board of Directors to decide the issue, with cancellation of shareholders' preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital or conferring entitlement to a debt security, reserved for specific categories of beneficiaries*)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report, the Board of Directors' supplementary report and the statutory auditors' special report and in accordance with Articles L. 225-129 *et seq.* of the

French Commercial Code and notably Articles L. 225-129-2, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

delegates to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, its authority to issue, on one or more occasions, in France or abroad, in the amounts, at the times and using the methods it sees fit, on the French and/or international market, with cancellation of shareholders' preferential subscription rights, in euros or any other currency or currency unit established by reference to several currencies, new shares of the Company and/or any other securities granting access, immediately or in the future, at any time or at fixed dates, to the share capital of the Company or companies directly or indirectly holding more than half of its share capital or companies in which the Company owns directly or indirectly more than half the share capital, or securities conferring entitlement to a debt security, by subscription (either in cash or by offsetting debt), conversion, exchange, redemption, presentation of a warrant, or by any other means, the debt securities being issued with or without guarantee, in the forms, at the rates and under the terms that the Board of Directors deems appropriate;

with the stipulation that the issue of preferred shares is strictly excluded from the scope of this delegation;

resolves in the event of use by the Board of Directors of this delegation, to set the following limits on authorized share capital issues:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out pursuant to this delegation is set at ten million (10,000,000) euros or the equivalent in any other currency unit established by reference to several currencies, with the stipulation that the total par value amount of these share capital increases will count towards the overall ceiling set in the 22nd resolution presented to this General Shareholders' Meeting. If necessary, this ceiling will be increased by the par value amount of any shares to be issued in the event of new financial transactions, to preserve, in accordance with the law, the rights of holders of securities granting access to the share capital;
- the nominal amount of bonds and other debt securities granting access to the share capital that may be issued pursuant to this delegation may not exceed two hundred and fifty million (250,000,000) euros or the equivalent in any other currency unit established by reference to several currencies, with the stipulation that the total nominal amount of these bonds or other debt securities will count towards the overall ceiling applicable to bonds and other debt securities set in the 22nd resolution presented to this General Shareholders' Meeting,

takes due note and **resolves**, where appropriate, that this delegation of authority automatically entails, in favor of holders of securities granting access, immediately or in the future, to the Company's share capital, the explicit waiver by shareholders of their preferential subscription rights to the shares to which these securities grant entitlement, in accordance with Article L. 225-132 of the French Commercial Code;

resolves to cancel shareholders' preferential subscription rights to shares, other securities and any debt securities that may be issued pursuant to this resolution, in favor of the categories of beneficiaries of the shares or securities to be issued as follows:

- any company that, individually or together with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company's consolidated revenues,
- any company or French investment fund (including, but not limited to, investment funds structured as FPCI, FCPI or FIP and any company with the status of a venture capital company) or non-French investment fund investing primarily or having invested over the last 36 months over €2.5 million in total in transactions with a unitary subscription amount in excess of €50,000 (including issue premiums) in small-cap or mid-cap growth companies (i.e., with a stock market capitalization not exceeding €1 billion),

- creditors, including where applicable any employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, holding liquid and payable claims on the Company who have expressed a desire to see their claim converted into Company securities and for whom the Board of Directors deems it appropriate to settle the relevant claim by offset with presentation of Company securities, solely during a public offering targeting the Company's securities in the case of a corporate officer, and
- any person having the status, or whose principle shareholder has the status, of employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, at the date of issue of shares or securities granting access to the Company's share capital, solely during a public offering targeting the Company's securities in the case of a corporate officer.

The Board of Directors will set the specific list of beneficiaries of the capital increase(s) and/or issue(s) of securities reserved within this/these category/categories and the number of securities to be allocated to each;

resolves that:

- the issue price of new shares issued (that will rank *pari passu* with existing shares as stipulated in the following paragraph) as part of a share capital increase will be set by the Board of Directors in accordance with Articles L. 225-138-II and R. 225-114 of the French Commercial Code and will therefore be at least equal to the average price, weighted for trading volumes, of the Company's share during the thirty trading days preceding the date on which the price is set, potentially less a maximum discount of 20% after correction of this average to take account of different dividend ranking dates,
- the issue price of securities granting access to the share capital will be set by the Board of Directors such that amounts received immediately by the Company on the issue of the securities in question, plus any amount that may be received subsequently by the Company is, for each share attached to and/or underlying the issued securities, at least equal to the minimum price stipulated above,
- each security granting access to the share capital will be converted, repaid or transformed into a number of shares, taking into account the par value of the security, such that the amount received by the Company for each share is at least equal to the minimum price stipulated above;

resolves that the new shares issued as part of share capital increases will rank *pari passu* with existing shares and will be subject to all provisions of the Articles of Association and decisions of General Shareholders' Meetings;

specifies that the transactions covered by this resolution may be performed at any time, including during a public offering targeting the Company's securities, in accordance with legislative and regulatory provisions;

resolves that the Board of Directors will have full powers to implement or not this delegation, as well as the power to postpone implementation, as authorized by the law and within the aforementioned limits and terms, and notably for the purpose of:

- deciding the amount of the share capital increase,
- setting the issue price and share premium amount that may be required at the time of issue, within the limits set by this resolution,
- determining the dates and conditions of the share capital increase, the type and characteristics of securities to be created, and deciding, in the case of bonds or other debt securities granting access to the Company's share capital, whether or not they are subordinate (and, if applicable, their subordination ranking in accordance with Article L. 228-97 of the French Commercial Code), and setting their interest rate (fixed, floating, zero-coupon or indexed), term (fixed or open-ended) and other conditions of issue

(including attaching guarantees or sureties) and redemption; these securities may be combined with warrants conferring entitlement to the grant, acquisition or subscription of bonds or other debt securities, or they may take the form of complex bonds as defined by the market authorities; amending, during the lifetime of the relevant securities, the conditions referred to above, in accordance with the applicable formalities,

- deciding, should subscriptions not cover the total amount of the issue, to restrict the amount of the share capital increase to the amount of subscriptions received, provided this is at least equal to three-quarters of the issue decided,
- determining the method for paying up shares, securities granting access to the share capital to be issued or securities to be issued,
- setting the terms, where applicable, for the exercise of rights attached to shares or securities to be issued, and notably the date, which may be retroactive, from which new shares (i.e. the underlying securities) will rank for dividends; setting the terms for the exercise of conversion, exchange and redemption rights, where applicable, including by delivery of Company assets such as shares or securities already issued by the Company; and setting any other terms and conditions for increasing the share capital,
- providing for the ability to suspend the exercise of rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole discretion, offsetting share issue costs against the related premiums and deducting from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase,
- setting and making all adjustments to take account of the impact of transactions in the Company's share capital, notably in the case of a change in the share's par value, a share capital increase by capitalizing reserves, a free share grant, a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and setting the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- duly recording completion of each share capital increase and making the corresponding amendments to the Articles of Association,
- and, more broadly, entering into all agreements, in particular to preserve any rights of holders of securities conferring entitlement, immediately or in the future, to the share capital, taking all measures and accomplishing all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto and completing all formalities and reports, applying for all authorizations that may be required to enact and successfully complete this issue, and in general doing all that is necessary;

The definitive terms of the transaction will be set out in an additional report, in accordance with Article L. 225-129-5 and R.225-116 of the French Commercial Code, prepared by the Board of Directors when it uses the delegation of authority granted by this General Shareholders' Meeting. The statutory auditors will also prepare an additional report at this time;

resolves that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months as from the date of this General Shareholders' Meeting;

takes due note that this delegation will supersede, in the amount of any unused portion, the previous delegation with the same effect (*35th resolution presented to the General Shareholders' Meeting of November 29, 201, held on second notice on December 13, 2018*).

Resolution “B” containing amendments not approved by the Board of Directors

SEVENTEENTH (B) RESOLUTION (*Delegation of authority to the Board of Directors to decide the issue, with cancellation of shareholders' preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital or conferring entitlement to a debt security, reserved for specific categories of beneficiaries*)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report, the Board of Directors' supplementary report and the statutory auditors' special report and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and notably Articles L. 225-129-2, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

delegates to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, its authority to issue, on one or more occasions, in France or abroad, in the amounts, at the times and using the methods it sees fit, on the French and/or international market, with cancellation of shareholders' preferential subscription rights, in euros or any other currency or currency unit established by reference to several currencies, new shares of the Company and/or any other securities granting access, immediately or in the future, at any time or at fixed dates, to the share capital of the Company or companies directly or indirectly holding more than half of its share capital or companies in which the Company owns directly or indirectly more than half the share capital, or securities conferring entitlement to a debt security, by subscription (either in cash or by offsetting debt), conversion, exchange, redemption, presentation of a warrant, or by any other means, the debt securities being issued with or without guarantee, in the forms, at the rates and under the terms that the Board of Directors deems appropriate;

with the stipulation that the issue of preferred shares is strictly excluded from the scope of this delegation;

resolves in the event of use by the Board of Directors of this delegation, to set the following limits on authorized share capital issues:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out pursuant to this delegation is set at ten million (10,000,000) euros or the equivalent in any other currency unit established by reference to several currencies, with the stipulation that the total par value amount of these share capital increases will count towards the overall ceiling set in the 22nd resolution presented to this General Shareholders' Meeting. If necessary, this ceiling will be increased by the par value amount of any shares to be issued in the event of new financial transactions, to preserve, in accordance with the law, the rights of holders of securities granting access to the share capital;
- the nominal amount of bonds and other debt securities granting access to the share capital that may be issued pursuant to this delegation may not exceed two hundred and fifty million (250,000,000) euros or the equivalent in any other currency unit established by reference to several currencies, with the stipulation that the total nominal amount of these bonds or other debt securities will count towards the overall ceiling applicable to bonds and other debt securities set in the 22nd resolution presented to this General Shareholders' Meeting,

takes due note and **resolves**, where appropriate, that this delegation of authority automatically entails, in favor of holders of securities granting access, immediately or in the future, to the Company's share capital, the explicit waiver by shareholders of their preferential subscription rights to the shares to which these securities grant entitlement, in accordance with Article L. 225-132 of the French Commercial Code;

resolves to cancel shareholders' preferential subscription rights to shares, other securities and any debt securities that may be issued pursuant to this resolution, in favor of the categories of beneficiaries of the shares or securities to be issued as follows:

- any company that, individually or together with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company's consolidated revenues,
- any company or French investment fund (including, but not limited to, investment funds structured as FPCI, FCPI or FIP and any company with the status of a venture capital company) or non-French investment fund investing primarily or having invested over the last 36 months over €2.5 million in total in transactions with a unitary subscription amount in excess of €50,000 (including issue premiums) in small-cap or mid-cap growth companies (i.e., with a stock market capitalization not exceeding €1 billion),
- creditors, including where applicable any employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, holding liquid and payable claims on the Company who have expressed a desire to see their claim converted into Company securities and for whom the Board of Directors deems it appropriate to settle the relevant claim by offset with presentation of Company securities, solely during a public offering targeting the Company's securities, and
- any person having the status, or whose principle shareholder has the status, of employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, at the date of issue of shares or securities granting access to the Company's share capital, solely during a public offering targeting the Company's securities.

The Board of Directors will set the specific list of beneficiaries of the capital increase(s) and/or issue(s) of securities reserved within this/these category/categories and the number of securities to be allocated to each;

resolves that:

- the issue price of new shares issued (that will rank *pari passu* with existing shares as stipulated in the following paragraph) as part of a share capital increase will be set by the Board of Directors in accordance with Articles L. 225-138-II and R. 225-114 of the French Commercial Code and will therefore be at least equal to the average price, weighted for trading volumes, of the Company's share during the thirty trading days preceding the date on which the price is set, potentially less a maximum discount of 20% after correction of this average to take account of different dividend ranking dates,
- the issue price of securities granting access to the share capital will be set by the Board of Directors such that amounts received immediately by the Company on the issue of the securities in question, plus any amount that may be received subsequently by the Company is, for each share attached to and/or underlying the issued securities, at least equal to the minimum price stipulated above,
- each security granting access to the share capital will be converted, repaid or transformed into a number of shares, taking into account the par value of the security, such that the amount received by the Company for each share is at least equal to the minimum price stipulated above;

resolves that the new shares issued as part of share capital increases will rank *pari passu* with existing shares and will be subject to all provisions of the Articles of Association and decisions of General Shareholders' Meetings;

specifies that the transactions covered by this resolution may be performed at any time, including during a public offering targeting the Company's securities, in accordance with legislative and regulatory provisions;

resolves that the Board of Directors will have full powers to implement or not this delegation, as well as the power to postpone implementation, as authorized by the law and within the aforementioned limits and terms, and notably for the purpose of:

- deciding the amount of the share capital increase,
- setting the issue price and share premium amount that may be required at the time of issue, within the limits set by this resolution,
- determining the dates and conditions of the share capital increase, the type and characteristics of securities to be created, and deciding, in the case of bonds or other debt securities granting access to the Company's share capital, whether or not they are subordinate (and, if applicable, their subordination ranking in accordance with Article L. 228-97 of the French Commercial Code), and setting their interest rate (fixed, floating, zero-coupon or indexed), term (fixed or open-ended) and other conditions of issue (including attaching guarantees or sureties) and redemption; these securities may be combined with warrants conferring entitlement to the grant, acquisition or subscription of bonds or other debt securities, or they may take the form of complex bonds as defined by the market authorities; amending, during the lifetime of the relevant securities, the conditions referred to above, in accordance with the applicable formalities,
- deciding, should subscriptions not cover the total amount of the issue, to restrict the amount of the share capital increase to the amount of subscriptions received, provided this is at least equal to three-quarters of the issue decided,
- determining the method for paying up shares, securities granting access to the share capital to be issued or securities to be issued,
- setting the terms, where applicable, for the exercise of rights attached to shares or securities to be issued, and notably the date, which may be retroactive, from which new shares (i.e. the underlying securities) will rank for dividends; setting the terms for the exercise of conversion, exchange and redemption rights, where applicable, including by delivery of Company assets such as shares or securities already issued by the Company; and setting any other terms and conditions for increasing the share capital,
- providing for the ability to suspend the exercise of rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole discretion, offsetting share issue costs against the related premiums and deducting from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase,
- setting and making all adjustments to take account of the impact of transactions in the Company's share capital, notably in the case of a change in the share's par value, a share capital increase by capitalizing reserves, a free share grant, a stock split or reverse split, a distribution of reserves or any other assets, a share capital redemption or any other transaction impacting equity and setting the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- duly recording completion of each share capital increase and making the corresponding amendments to the Articles of Association,
- and, more broadly, entering into all agreements, in particular to preserve any rights of holders of securities conferring entitlement, immediately or in the future, to the share capital, taking all measures and accomplishing all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto and completing all formalities and reports, applying for all authorizations that may be required to enact and successfully complete this issue, and in general doing all that is necessary;

The definitive terms of the transaction will be set out in an additional report, in accordance with Article L. 225-129-5 and R.225-116 of the French Commercial Code, prepared by the Board of Directors when it uses the delegation of authority granted by this General Shareholders' Meeting. The statutory auditors will also prepare an additional report at this time;

resolves that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months as from the date of this General Shareholders' Meeting;

takes due note that this delegation will supersede, in the amount of any unused portion, the previous delegation with the same effect (*35th resolution presented to the General Shareholders' Meeting of November 29, 2018, held on second notice on December 13, 2018*).

EIGHTEENTH RESOLUTION (*Delegation of authority to the Board of Directors to issue, on one or more occasions, a maximum of 250,000 share subscription warrants conferring entitlement to subscribe for 250,000 new ordinary shares of the Company, with cancellation of shareholders’ preferential subscription rights in favor of a specific category of individuals*)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read (i) the Board of Directors’ report, (ii) the Board of Directors’ supplementary report and (iii) the statutory auditors' special report on the delegation of authority granted to the Board of Directors to decide the issue of share subscription warrants (hereinafter the “warrants”), with cancellation of preferential subscription rights, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 and L. 228-92 of the French Commercial Code,

resolves to delegate to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, its authority to decide the issue, on one or more occasions, of a maximum of 250,000 warrants conferring entitlement to subscribe for a maximum of 250,000 new ordinary shares of the Company,

resolves to cancel shareholders' preferential subscription rights in favor of a specific category of individuals, that is, members of the Board of Directors who did not subscribe for warrants at the time of the previous grant on December 24, 2018 – managers and senior management of Claranova group,

resolves to set the following grant terms for these warrants:

Amount of the Board of Directors’ authorization	A total of 250,000 warrants may be granted pursuant to the authorization given by the General Shareholders’ Meeting, conferring entitlement to subscribe for no more than 250,000 new ordinary shares with a par value of one (1) euro each (it being recalled that any warrant issued by the Board of Directors pursuant to this delegation that is annulled and/or unused will accordingly increase the maximum number of 250,000 warrants to be issued under this delegation).
Duration of the Board of Directors’ authorization	This authorization is granted for 18 months as from the date of this General Shareholders’ Meeting and entails, in favor of the beneficiaries of the warrants, explicit waiver by shareholders of their preferential subscription rights to the shares that will be issued as and when the warrants are exercised, in accordance with Article L. 225-132 paragraph 6 of the French Commercial Code. It will be used under the conditions and the terms provided for by prevailing laws and regulations at the date of issue of the warrants.
Beneficiaries	The warrants will be issued and granted, on one or more occasions, by the Board of Directors, to the category of defined individuals (members of the Board of Directors who did not subscribe for warrants at the time of the previous grant on December 24, 2018 – managers and senior management of Claranova group).
Type of shares resulting from the exercise of warrants	Each warrant will entitle the holder to subscribe for one Company share as a share capital increase under the conditions provided for by law. The new shares issued as a result of the exercise of the warrants will be ordinary shares, immediately ranking <i>pari passu</i> with existing shares and subject to the Articles of Association. They will

	rank for dividends from the date of completion of the share capital increase.
Warrant subscription price and recourse to an expert	The warrant subscription price will be set by the Board of Directors based on the report of the independent expert it appoints.
Warrant strike price	The subscription price of the underlying ordinary shares will be set by the Board of Directors, which must take account, where applicable, of the warrant subscription price and will be at least equal to the weighted average price of the Company's share during the three trading days preceding the date on which the price is set, potentially less a maximum discount of 5%.
Warrant exercise period	The warrant exercise period will be set freely by the Board of Directors on each warrant issue, subject to a maximum period of 10 years following their allocation, after which they will automatically become null and void.

resolves therefore to approve in principle a share capital increase of a maximum par value amount of €250,000, corresponding to the issue of 250,000 shares with a par value of one (1) euro each, with the stipulation that this amount counts towards the overall ceiling set in the 22nd resolution presented below,

resolves to grant the Board of Directors full powers to implement this authorization and notably for the purpose of, but not to limited to:

- designating the beneficiaries from among the category of defined individuals (members of the Board of Directors – consultants – senior management) as part of the general authorization stipulated above and granting the warrants to them,
- setting the subscription price and strike price of the warrants,
- setting the subscription period of the warrants,
- deciding the terms under which the price and number of shares may be adjusted in the event of one of the transactions referred to in Article L. 228-98 of the French Commercial Cod
- defining the terms of exercise of the warrants and notably the exercise period and dates, the conditions for paying up the shares subscribed on exercise of the warrants, and the dividend ranking date, that may be retroactive,
- providing, where it is deemed appropriate, the option to temporarily suspend the exercise of warrants in accordance with Article L. 225-149-1 of the French Commercial Code,
- deciding, where it is deemed appropriate, what to do with unexercised warrants in the event the Company is acquired by another company,
- taking all necessary communication measures and notably drafting and, if needed, amending the warrant terms and conditions and/or issue contract, and ensuring that this information is provided to all beneficiaries of the warrants,
- managing the warrants in accordance with the law, and notably taking all necessary communication measures and, if needed, amending the warrant terms and conditions and/or plan and ensuring that this information is provided to all beneficiaries of the warrants subject to the powers conferred on General Shareholders' Meetings, and making any necessary or appropriate decisions as part of administrating the warrant plan,
- carrying out or having an appropriate party carry out all actions and formalities that may ensue from the implementation of this authorization, amending the Articles of Association and, in general, doing all that is necessary,
- collecting, where applicable, applications to exercise the warrants and creating and issuing a number of new ordinary shares equal to the number of warrants exercised,
- recording, where applicable, at any time in the current fiscal year and no later than the first meeting after the close of the relevant fiscal year, the number and par value amount of shares thus created and issued

- following the exercise of the warrants, and recording the resulting share capital increase,
- making the necessary amendments to the Articles of Association pertaining to the amount of the Company's share capital and to the number of securities comprising the share capital, and completing all formalities resulting from the corresponding share capital increases,
- at its sole discretion, and where it is deemed appropriate, offsetting share issue costs against the related premiums and deducting from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase,
- more broadly, entering into all agreements and in general taking all measures to perform all formalities for the issue of the warrants;

resolves that the Board of Directors will report to the Ordinary Shareholders' Meeting, under the conditions defined in prevailing regulations and in a special report containing all the information set out in Article R. 225-115 of the French Commercial Code, on the definitive terms of the transaction drawn up in accordance with the authorization granted to it;

resolves that this delegation of authority is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting.

Resolution "B" containing amendments not approved by the Board of Directors

EIGHTEENTH (B) RESOLUTION (*Delegation of authority to the Board of Directors to issue, on one or more occasions, a maximum of 250,000 share subscription warrants conferring entitlement to subscribe for 250,000 new ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of a specific category of individuals*)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read (i) the Board of Directors' report, (ii) the Board of Directors' supplementary report and (iii) the statutory auditors' special report on the delegation of authority granted to the Board of Directors to decide the issue of share subscription warrants (hereinafter the "warrants"), with cancellation of preferential subscription rights, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 and L. 228-92 of the French Commercial Code,

resolves to delegate to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, its authority to decide the issue, on one or more occasions, of a maximum of 250,000 warrants conferring entitlement to subscribe for a maximum of 250,000 new ordinary shares of the Company,

resolves to cancel shareholders' preferential subscription rights in favor of a specific category of individuals, that is, managers and senior management of Claranova group,

resolves to set the following grant terms for these warrants:

Amount of the Board of Directors' authorization	A total of 250,000 warrants may be granted pursuant to the authorization given by the General Shareholders' Meeting, conferring entitlement to subscribe for no more than 250,000 new ordinary shares with a par value of one (1) euro each (it being recalled that any warrant issued by the Board of Directors pursuant to this delegation that is annulled and/or unused will accordingly increase the maximum number of 250,000 warrants to be issued under this delegation).
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Duration of the Board of Directors' authorization	This authorization is granted for 18 months as from the date of this General Shareholders' Meeting and entails, in favor of the beneficiaries of the warrants, explicit waiver by shareholders of their preferential subscription rights to the shares that will be issued as and when the warrants are exercised, in accordance with Article L. 225-132 paragraph 6 of the French Commercial Code. It will be used under the conditions and the terms provided for by prevailing laws and regulations at the date of issue of the warrants.
Beneficiaries	The warrants will be issued and granted, on one or more occasions, by the Board of Directors, to the category of defined individuals (managers and senior management of Claranova group).
Type of shares resulting from the exercise of warrants	<p>Each warrant will entitle the holder to subscribe for one Company share as a share capital increase under the conditions provided for by law.</p> <p>The new shares issued as a result of the exercise of the warrants will be ordinary shares, immediately ranking <i>pari passu</i> with existing shares and subject to the Articles of Association. They will rank for dividends from the date of completion of the share capital increase.</p>
Warrant subscription price and recourse to an expert	The warrant subscription price will be set by the Board of Directors based on the report of the independent expert it appoints.
Warrant strike price	The subscription price of the underlying ordinary shares will be set by the Board of Directors, which must take account, where applicable, of the warrant subscription price and will be at least equal to the weighted average price of the Company's share during the three trading days preceding the date on which the price is set, potentially less a maximum discount of 5%.
Warrant exercise period	The warrant exercise period will be set freely by the Board of Directors on each warrant issue, subject to a maximum period of 10 years following their allocation, after which they will automatically become null and void.

resolves therefore to approve in principle a share capital increase of a maximum par value amount of €250,000, corresponding to the issue of 250,000 shares with a par value of one (1) euro each, with the stipulation that this amount counts towards the overall ceiling set in the 22nd resolution presented below,

resolves to grant the Board of Directors full powers to implement this authorization and notably for the purpose of, but not to limited to:

- designating the beneficiaries from among the category of defined individuals (members of the Board of

Directors – consultants – senior management) as part of the general authorization stipulated above and granting the warrants to them,

- setting the subscription price and strike price of the warrants,
- setting the subscription period of the warrants,
- deciding the terms under which the price and number of shares may be adjusted in the event of one of the transactions referred to in Article L. 228-98 of the French Commercial Code
- defining the terms of exercise of the warrants and notably the exercise period and dates, the conditions for paying up the shares subscribed on exercise of the warrants, and the dividend ranking date, that may be retroactive,
- providing, where it is deemed appropriate, the option to temporarily suspend the exercise of warrants in accordance with Article L. 225-149-1 of the French Commercial Code,
- deciding, where it is deemed appropriate, what to do with unexercised warrants in the event the Company is acquired by another company,
- taking all necessary communication measures and notably drafting and, if needed, amending the warrant terms and conditions and/or issue contract, and ensuring that this information is provided to all beneficiaries of the warrants,
- managing the warrants in accordance with the law, and notably taking all necessary communication measures and, if needed, amending the warrant terms and conditions and/or plan and ensuring that this information is provided to all beneficiaries of the warrants subject to the powers conferred on General Shareholders' Meetings, and making any necessary or appropriate decisions as part of administering the warrant plan,
- carrying out or having an appropriate party carry out all actions and formalities that may ensue from the implementation of this authorization, amending the Articles of Association and, in general, doing all that is necessary,
- collecting, where applicable, applications to exercise the warrants and creating and issuing a number of new ordinary shares equal to the number of warrants exercised,
- recording, where applicable, at any time in the current fiscal year and no later than the first meeting after the close of the relevant fiscal year, the number and par value amount of shares thus created and issued following the exercise of the warrants, and recording the resulting share capital increase,
- making the necessary amendments to the Articles of Association pertaining to the amount of the Company's share capital and to the number of securities comprising the share capital, and completing all formalities resulting from the corresponding share capital increases,
- at its sole discretion, and where it is deemed appropriate, offsetting share issue costs against the related premiums and deducting from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each share capital increase,
- more broadly, entering into all agreements and in general taking all measures to perform all formalities for the issue of the warrants;

resolves that the Board of Directors will report to the Ordinary Shareholders' Meeting, under the conditions defined in prevailing regulations and in a special report containing all the information set out in Article R. 225-115 of the French Commercial Code, on the definitive terms of the transaction drawn up in accordance with the authorization granted to it;

resolves that this delegation of authority is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting.

NINETEENTH RESOLUTION *(Authorization given to the Board of Directors to grant free shares of the Company, existing or to be issued, to employees of the Company and Claranova group companies, with waiver by shareholders of their preferential subscription rights)*

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read (i) the Board of Directors' report, (ii) the Board of Directors' supplementary report and (iii) the statutory auditors' special report, and in accordance with Articles L. 225-

197-1 et seq. of the French Commercial Code:

authorizes the Board of Directors, on one or more occasions, in the amounts and at the times it decides, to grant free shares of the Company, existing or to be issued, to employees or certain employee categories of the Company, or French or non-French companies or groupings that are related to the Company pursuant to Article L. 225-197-2 of the French Commercial Code;

resolves that the total number of new or existing free shares granted pursuant to this authorization may not represent more than 5% of the share capital of the Company at the date of the grant decision taken by the Board of Directors, with the stipulation that this amount counts towards the overall ceiling set in the 22nd resolution presented below;

resolves that the Board of Directors will set the grant criteria for these free shares, approve the list of beneficiaries or categories of beneficiary of the shares, the number of free shares granted within the aforementioned limits and the terms and conditions thereof and notably the presence and performance conditions to which the free share grants will be subject under long-term compensation plans. These performance conditions must be serious and demanding and may be internal to the Company and/or external. They will be detailed in full in the registration document for the fiscal year during which the free shares are granted;

resolves that the free shares granted under long-term compensation plans will vest after a minimum period of one (1) year, with, if the Board of Directors so decides, an obligation for beneficiaries to hold the shares. If the vesting period decided by the Board of Directors is less than two (2) years, there will be a mandatory lock-up period, such that the total of the vesting period and the lock-up period is not less than two (2) years;

resolves that in the event of the invalidity of the beneficiary under the conditions provided for by law, corresponding to a category two or three classification pursuant to Article L. 341-4 of the French Social Security Code, or a similar classification outside France, the shares will vest before the end of the vesting period and will be freely transferable from delivery; and

takes due note that, in the event of the free grant of new shares, and as the shares vest, this authorization will involve a share capital increase by capitalizing reserves, profits or issue premiums, in favor of the beneficiaries of these shares and the corresponding waiver by shareholders of their preferential subscription rights in favor of the beneficiaries of these shares.

The General Shareholders' Meeting **grants** full powers to the Board of Directors to implement this authorization and notably to:

- determine whether the free shares granted are shares to be issued or existing shares and, where appropriate, amend this decision prior to the vesting of the shares;
- determine the beneficiaries of the share grants and the number of shares granted to each beneficiary;
- set and, where appropriate, amend the performance conditions and the grant criteria and conditions, and notably the length of the vesting period and the lock-up period, where applicable;
- provide, where appropriate, the option to defer share vesting dates;
- provide the option to provisionally suspend grant rights;
- record the vesting dates and the dates from which the shares can be freely transferred;
- adjust, where appropriate, during the vesting period, the number of free shares granted to preserve the rights of beneficiaries, with the stipulation that the shares granted pursuant to these adjustments shall be considered granted on the same day as the shares initially granted;
- in the event of issues of new shares, offset, where appropriate against reserves, profits or issue premiums, the amounts necessary to pay-up the shares, record the completion of the share capital increases performed pursuant to this authorization and amend the Articles of Association accordingly; and more broadly,
- take all useful measures and enter into all agreements to ensure the successful completion of the planned

grants.

This authorization is granted for a period that may not exceed thirty-eight (38) months from the date of this General Shareholders' Meeting.

Resolution "B" containing amendments not approved by the Board of Directors

NINETEENTH "B" RESOLUTION (Authorization given to the Board of Directors to grant free shares of the Company, existing or to be issued, to employees and executive corporate officers of the Company and Claranova group companies, with waiver by shareholders of their preferential subscription rights)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read (i) the Board of Directors' report and (ii) the statutory auditors' special report, and in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code:

authorizes the Board of Directors, on one or more occasions, in the amounts and at the times it decides, to grant free shares of the Company, existing or to be issued, to (i) employees or certain employee categories of the Company, or French or non-French companies or groupings that are related to the Company pursuant to Article L. 225-197-2 of the French Commercial Code, or (ii) executive corporate officers that are entitled to receive such grants pursuant to the law, whether employed by the Company, or French or non-French companies or groupings that are related to the Company pursuant to Article L. 225-197-2 of the French Commercial Code;

resolves that the total number of new or existing free shares granted pursuant to this authorization may not represent more than 5% of the share capital of the Company at the date of the grant decision taken by the Board of Directors, with the stipulation that this amount counts towards the overall ceiling set in the 22nd resolution presented below;

resolves that the Board of Directors will set the grant criteria for these free shares, approve the list of beneficiaries or categories of beneficiary of the shares, the number of free shares granted within the aforementioned limits and the terms and conditions thereof and notably the presence and performance conditions to which the free share grants will be subject under long-term compensation plans. The performance conditions will be such that:

- no beneficiary may be granted more than 20% of the overall amount granted;
- the grant will be performed in two stages based on a share price criteria to be attained:
 - an initial 50% tranche with a closing share price objective of €20 during five (5) consecutive days);
 - a second 50% tranche with a closing share price objective of €30 during five (5) consecutive days;

under no circumstances may these performance conditions be modified;

resolves that the free shares granted under long-term compensation plans will vest after a minimum period of one (1) year, with, if the Board of Directors so decides, an obligation for beneficiaries to hold the shares. If the vesting period decided by the Board of Directors is less than two (2) years, there will be a mandatory lock-up period, such that the total of the vesting period and the lock-up period is not less than two (2) years;

resolves that in the event of the invalidity of the beneficiary under the conditions provided for by law, corresponding to a category two or three classification pursuant to Article L. 341-4 of the French Social Security Code, or a similar classification outside France, the shares will vest before the end of the vesting period and will be freely transferable from delivery; and

takes due note that, in the event of the free grant of new shares, and as the shares vest, this authorization will involve a share capital increase by capitalizing reserves, profits or issue premiums, in favor of the beneficiaries of these shares and the corresponding waiver by shareholders of their preferential subscription rights in favor of the beneficiaries of these shares.

The General Shareholders' Meeting **grants** full powers to the Board of Directors to implement this authorization and notably to:

- determine whether the free shares granted are shares to be issued or existing shares and, where appropriate, amend this decision prior to the vesting of the shares;
- determine the beneficiaries of the share grants and the number of shares granted to each beneficiary;
- set and, where appropriate, amend the performance conditions and the grant criteria and conditions, and notably the length of the vesting period and the lock-up period, where applicable;
- provide, where appropriate, the option to defer share vesting dates;
- provide the option to provisionally suspend grant rights;
- record the vesting dates and the dates from which the shares can be freely transferred;
- adjust, where appropriate, during the vesting period, the number of free shares granted to preserve the rights of beneficiaries, with the stipulation that the shares granted pursuant to these adjustments shall be considered granted on the same day as the shares initially granted;
- in the event of issues of new shares, offset, where appropriate against reserves, profits or issue premiums, the amounts necessary to pay-up the shares, record the completion of the share capital increases performed pursuant to this authorization and amend the Articles of Association accordingly; and more broadly,
- take all useful measures and enter into all agreements to ensure the successful completion of the planned grants.

This authorization is granted for a period that may not exceed thirty-eight (38) months from the date of this General Shareholders' Meeting.

TWENTIETH RESOLUTION (*Delegation of authority to the Board of Directors to perform a share capital increase, with cancellation of shareholders' preferential subscription rights, reserved for employees of the Company and affiliated companies*)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report, the Board of Directors' supplementary report and the statutory auditors' special report and acting in accordance with legal provisions relating to commercial companies, and notably Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code, as well as those set out in Articles L. 3332-18 *et seq.* and L. 3332-1 *et seq.* of the French Labor Code:

delegates to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, its authority to decide and carry out, at its sole discretion, in the proportions and at the times it sees fit, one or more share capital increases by issuing, for valuable or no consideration, ordinary shares and securities granting access, immediately or in the future, to the Company's share capital, up to a maximum of 1% of the outstanding share capital at the date of the Board of Directors' meeting deciding the issue, with the stipulation that this amount counts towards the overall ceiling set in the 22nd resolution presented below;

resolves that the beneficiaries of the share capital increases referred to in this delegation will be members of a company or group savings plan set-up by the Company or French and non-French companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and that satisfy, in addition, any conditions set by the Board of Directors;

resolves that subscriptions may be performed for cash, notably by offset against liquid and due claims or by capitalization of reserves, profits and share premiums in the event of the free grant of shares or other

securities granting access to the share capital in respect of the discount and/or employer contribution;

resolves to cancel in favor of the aforementioned beneficiaries, shareholders' preferential subscription rights to the shares and securities to be issued pursuant to this delegation;

takes due note, as necessary, that this delegation automatically entails the waiver by shareholders, in favor of holders of securities granting access to the Company's share capital issued pursuant to this resolution, of their preferential subscription rights to the shares to which these securities will grant entitlement;

resolves that the Board of Directors may grant to the above beneficiaries, in accordance with Article L. 3332-21 of the French Labor Code, free shares or securities granting access, immediately or in the future, to the Company's share capital, in respect of the employer contribution potentially payable under the savings plans' rules or in respect of the discount, provided that the inclusion of the pecuniary equivalent, valued at the subscription price, does not lead to legal or regulatory limits being exceeded and with the stipulation that shareholders waive their rights to the shares and securities, including to the portion of reserves, profits and share premiums (or other amounts that may be capitalized) capitalized in this context;

resolves that:

- the subscription price of shares may not exceed the average listed price over the twenty (20) trading days preceding the Board of Directors' decision setting the subscription opening date, nor be lower than this average by more than 30%, in accordance with Article L. 3332-19 of the French Labor Code,
- the characteristics of issues of other securities granting access to the Company's share capital will be approved by the Board of Directors under the conditions set by regulations,
- the Board of Directors will have full powers, with the power of sub-delegation to the extent authorized by law and the Articles of Association, to implement this delegation, and notably for the purpose of, but not to limited to: deciding and setting the terms of issue and the free grant of shares or securities granting access to the share capital, in application of the authorization conferred above, as well as, where applicable, postponing the issue or free grant; setting the terms, conditions and methods, including the dates, of issues; determining the number and characteristics of securities that will be issued pursuant to this resolution; setting the dividend ranking date, that may be retroactive, of securities issued pursuant to this resolution; setting the terms pursuant to which the Company may, where applicable, buyback or exchange the securities issued pursuant to this resolution; suspending, where applicable, the exercise of share grant rights attached to securities in accordance with prevailing regulations; setting the terms pursuant to which, where applicable, the rights of holders of securities will be preserved in accordance with prevailing regulations and the terms and conditions of said securities; amending, where applicable, the terms and conditions of the securities issued pursuant to this regulation, during the life of the relevant securities and in accordance with applicable formalities; making all deductions and offsets against issue premiums, including share issue costs; and, more broadly, taking all useful measures, entering into all agreements, obtaining all authorizations, performing all formalities and doing everything necessary to ensure the completion or postponement of the proposed transactions and notably recording the completion of the share capital increase or increases resulting immediately or in the future from issues performed pursuant to this delegation, amending the Articles of Association accordingly and seeking the admission to trading of the securities issued pursuant to this resolution wherever it sees fit.

resolves that this delegation of authority is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

takes due note that this delegation will supersede, in the amount of any unused portion, the previous delegation with the same effect (*40th resolution presented to the General Shareholders' Meeting of November 29, 2018, held on second notice on December 13, 2018*).

Resolution “B” containing amendments not approved by the Board of Directors

TWENTIETH (B) RESOLUTION (*Delegation of authority to the Board of Directors to perform a share capital increase, with cancellation of shareholders’ preferential subscription rights, reserved for employees of the Company and affiliated companies*)

The Shareholders’ Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders’ Meetings, having read the Board of Directors’ report, the Board of Directors’ supplementary report and the statutory auditors’ special report and acting in accordance with legal provisions relating to commercial companies, and notably Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code, as well as those set out in Articles L. 3332-18 *et seq.* and L. 3332-1 *et seq.* of the French Labor Code:

delegates to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, its authority to decide and carry out, at its sole discretion, in the proportions and at the times it sees fit, one or more share capital increases by issuing, for valuable or no consideration, ordinary shares and securities granting access, immediately or in the future, to the Company’s share capital, up to a maximum of 1% of the outstanding share capital at the date of the Board of Directors’ meeting deciding the issue, with the stipulation that this amount counts towards the overall ceiling set in the 22nd resolution presented below;

resolves that the beneficiaries of the share capital increases referred to in this delegation will be members of a company or group savings plan set-up by the Company or French and non-French companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, **with the exception of the senior management and/or corporate officers**, and that satisfy, in addition, any conditions set by the Board of Directors;

resolves that subscriptions may be performed for cash, notably by offset against liquid and due claims or by capitalization of reserves, profits and share premiums in the event of the free grant of shares or other securities granting access to the share capital in respect of the discount and/or employer contribution;

resolves to cancel in favor of the aforementioned beneficiaries, shareholders’ preferential subscription rights to the shares and securities to be issued pursuant to this delegation;

takes due note, as necessary, that this delegation automatically entails the waiver by shareholders, in favor of holders of securities granting access to the Company’s share capital issued pursuant to this resolution, of their preferential subscription rights to the shares to which these securities will grant entitlement;

resolves that the Board of Directors may grant to the above beneficiaries, in accordance with Article L. 3332-21 of the French Labor Code, free shares or securities granting access, immediately or in the future, to the Company’s share capital, in respect of the employer contribution potentially payable under the savings plans’ rules or in respect of the discount, provided that the inclusion of the pecuniary equivalent, valued at the subscription price, does not lead to legal or regulatory limits being exceeded and with the stipulation that shareholders waive their rights to the shares and securities, including to the portion of reserves, profits and share premiums (or other amounts that may be capitalized) capitalized in this context;

resolves that:

- the subscription price of shares may not exceed the average listed price over the twenty (20) trading days preceding the Board of Directors’ decision setting the subscription opening date, nor be lower than this average by more than 30%, in accordance with Article L. 3332-19 of the French Labor Code,
- the characteristics of issues of other securities granting access to the Company’s share capital will be approved by the Board of Directors under the conditions set by regulations,
- the Board of Directors will have full powers, with the power of sub-delegation to the extent authorized by law and the Articles of Association, to implement this delegation, and notably for the purpose of, but

not to limited to: deciding and setting the terms of issue and the free grant of shares or securities granting access to the share capital, in application of the authorization conferred above, as well as, where applicable, postponing the issue or free grant; setting the terms, conditions and methods, including the dates, of issues; determining the number and characteristics of securities that will be issued pursuant to this resolution; setting the dividend ranking date, that may be retroactive, of securities issued pursuant to this resolution; setting the terms pursuant to which the Company may, where applicable, buyback or exchange the securities issued pursuant to this resolution; suspending, where applicable, the exercise of share grant rights attached to securities in accordance with prevailing regulations; setting the terms pursuant to which, where applicable, the rights of holders of securities will be preserved in accordance with prevailing regulations and the terms and conditions of said securities; amending, where applicable, the terms and conditions of the securities issued pursuant to this regulation, during the life of the relevant securities and in accordance with applicable formalities; making all deductions and offsets against issue premiums, including share issue costs; and, more broadly, taking all useful measures, entering into all agreements, obtaining all authorizations, performing all formalities and doing everything necessary to ensure the completion or postponement of the proposed transactions and notably recording the completion of the share capital increase or increases resulting immediately or in the future from issues performed pursuant to this delegation, amending the Articles of Association accordingly and seeking the admission to trading of the securities issued pursuant to this resolution wherever it sees fit.

resolves that this delegation of authority is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

takes due note that this delegation will supersede, in the amount of any unused portion, the previous delegation with the same effect (*40th resolution presented to the General Shareholders' Meeting of November 29, 2018, held on second notice on December 13, 2018*).

TWENTY-FIRST RESOLUTION (*Authorization granted to the Board of Directors to reduce the Company's share capital by cancellation of shares*)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report,

in accordance with Article L. 225-209 of the French Commercial Code

authorizes the Board of Directors, with the power of sub-delegation to the Chief Executive Officer, to cancel on one or more occasions at the times it sees fit, the shares purchased by the Company pursuant to the authorization granted in the above 14th resolution or any resolution with the same effect and same legal basis, within the limit of 10% of the Company's share capital per twenty-four (24) month period, and to reduce the share capital accordingly, it being recalled that this percentage applies to the share capital amount adjusted for transactions impacting the share capital and performed after this General Shareholders' Meeting,

authorizes the Board of Directors to allocate the difference between the buyback value of the canceled shares and their par value to the "Share premium" account or to any other available reserve account, including the legal reserve, within the limit of 10% of the share capital reduction performed,

confers full powers on the Board of Directors, subject to strict compliance with legal and regulatory texts, with the power of sub-delegation, in order to:

- perform the share cancellation and share capital reduction transaction(s),
- approve the definitive amount of the share capital reduction,
- set the terms and conditions,
- record completion,
- amend the Articles of Association accordingly,

- complete all formalities and file any reports with all organizations,
- and, more broadly, do all that is necessary to implement this authorization.

resolves that this delegation of authority is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting;

takes due note that this authorization will supersede, in the amount of any unused portion, the previous delegation with the same effect (*41st resolution presented to the General Shareholders' Meeting of November 29, 2018, held on second notice on December 13, 2018*).

TWENTY-SECOND RESOLUTION (Overall ceiling on share capital increases)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings and having read the Board of Directors' report,

sets, in accordance with Article L. 225-129-2 of the French Commercial Code, the maximum par value amount of immediate and/or future share capital increases that may be carried out pursuant to the delegations and authorizations granted to the Board of Directors by the 17th, 18th, 19th and 20th resolutions adopted by this General Shareholders' Meeting, at a maximum total par value amount (excluding issue premiums) of fourteen million euros (€14,000,000), excluding the number of any ordinary shares to be issued, where applicable, as a result of adjustments performed, pursuant to the law and applicable contractual stipulations, to preserve the rights of holders of securities granting access to the share capital or of other rights granting access to the share capital of the Company. In the event of a share capital increase by capitalizing share premiums, reserves, profits or other amounts and granting free share during the period of validity of the aforementioned delegations and authorizations, the total par value amount (excluding issue premiums) indicated above and the corresponding number of ordinary shares will be adjusted based on the ratio of the number of shares issued and outstanding after the transaction to this number before the transaction; and

sets at two hundred and fifty million (250,000,000) euros the maximum nominal amount of debt securities, debt securities granting access to the share capital and more generally securities granting access to the Company's share capital that may be issued pursuant to the delegations and authorization granted to the Board of Directors by the aforementioned resolutions.

TWENTY-THIRD RESOLUTION (Powers to carry out formalities)

The General Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings,

confers full powers on the bearer of a copy or extract of the minutes of this General Shareholders' Meeting to carry out all publication and filing formalities required under prevailing legislation.