



CLARANOVA

European company with a Board of Directors and a share capital of €57,206,910

Registered office: 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex

Registered in Nanterre (RCS No.°329 764 625)

COMBINED GENERAL MEETING NOVEMBER 29, 2023

RESOLUTIONS

Agenda

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

1. *Approval of the corporate financial statements for the fiscal year ended June 30, 2023*
2. *Approval of the consolidated financial statements for the fiscal year ended June 30, 2023*
3. *Appropriation of net income for the fiscal year ended June 30, 2023*
4. *Approval of the agreements governed by Articles L. 225-38 et seq. of the French Commercial Code*
5. *Approval of the information on individual corporate officer compensation required by Article L. 22-10-9, paragraph I, of the French Commercial Code for fiscal year 2022-2023*
6. *Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Mr. Pierre Cesarini, Chairman of the Board of Directors*
7. *Approval of fixed and variable components of total compensation and benefits of all kinds paid or granted to Mr. Pierre Cesarini, Chief Executive Officer, in respect of the fiscal year ended June 30, 2023*
8. *Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Mr. Xavier Rojo, the Deputy CEO*
9. *Approval of the compensation policy for the Chair of the Board of Directors for FY 2023-2024*
10. *Approval of the compensation policy for the CEO for FY 2023-2024*
11. *Approval of the compensation policy for the Deputy CEO for FY 2023-2024*
12. *Approval of the Company's non-executive officer compensation policy for fiscal year 2023-2024*
13. *Determination of the amount of total compensation of directors for FY 2023-2024*
14. *Delegation of authority to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, retained earnings or other items*
15. *Authorization to be granted to the Board of Directors to trade in the Company's shares*

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

16. *Delegation of authority to the Board of Directors to reduce the Company's share capital by cancellation of own shares*
17. *Delegation of authority to the Board of Directors to increase the share capital by issuing*

shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company affiliated thereto, maintaining the preferential subscription right

18. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities of the of the Company, any subsidiary and/or any other company affiliated thereto, with the cancellation of the preferential subscription right, through a public offering and with an option to grant a priority right
19. Delegation of authority to the Board of Directors to issue debt securities giving access to the capital of subsidiaries of the Company and/or of any other company affiliated thereto (to be used outside periods of public offerings)
20. Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, by issuing shares, equity securities giving access to other equity securities or granting a right to the allotment of debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company related to the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code, reserved for a limited number of investors ("cercle restreint d'investisseurs")
21. Authorization to be granted in accordance with Article L. 22-10-52 paragraph 2 of the French Commercial Code to the Board of Directors to set the issue price of shares, securities in the form of equity securities giving access to other equity securities or entitlement to the allotment of debt securities and/or securities giving access to equity securities, canceling the preferential subscription rights within the framework of the delegation of authority covered by the 18th, 19th and 20th resolutions
22. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of persons

Resolution A. added at the request of shareholders of the Company and not approved by the Board of Directors

- A. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of individuals
23. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase giving access to the share capital of the Company, any subsidiary and/or any other company affiliated thereto, with or without preferential subscription rights
24. Delegation of authority to the Board of Directors to issue shares and securities giving access to the capital of the Company, one of its subsidiaries and/or another company as consideration for contributions in kind
25. Delegation of authority to the Board of Directors for the purpose of issuing securities through a capital increase in the event of a public exchange offer initiated by the Company
26. Authorization given to the Board of Directors to proceed with restricted free stock awards (attribution gratuite d'actions) granting existing shares and/or shares to be issued, entailing the waiver by shareholders of their preferential subscription right
27. Authorization given to the Board of Directors to proceed with one or more stock option grants to employees and/or officers of the Company and affiliated companies, entailing the waiver by shareholders of their preferential subscription rights to shares to be issued on exercise of the options
28. Setting the maximum amount of issues that may be carried out by virtue of the

delegations of authority granted

- 29.** *Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to the capital, reserved for participants in a company stock ownership plan, with cancellation of preferential subscription rights in favor of the latter*
- 30.** *Modification of Article 14 (Organization of the Board) of the Company's Articles of Association with a view to raising the age limit for the Chair of the Board of Directors to seventy-five (75).*
- 31.** *Modification of Article 12.2 (Age limit - Term of office) of the Company's Articles of Association to limit the term of office of Directors to four (4) years.*

Resolution B. added at the request of shareholders of the Company and not approved by the Board of Directors

- B.** *Introduction of the "one share, one vote" principle in accordance with the option provided for in Article L. 22-10-46 of the French Commercial Code (Code de commerce) and corresponding amendment to Article 11.1 of the Company's Articles of Association*

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

- 32.** *Renewal of Mr. Pierre Cesarini's term of office as Director*
- 33.** *Renewal of Mr. Roger Bloxberg's term of office as Director*
- 34.** *Appointment of Mr. Marc Goldberg as Director*

Resolution 35 added at the request of a shareholder of the Company and approved by the Board of Directors

- 35.** *Appointment of Ms. Michele Anderson as an Independent Director*

Resolutions C to J added at the request of shareholders of the Company and not approved by the Board of Directors

- C.** *Dismissal of Mr. Pierre Cesarini as member of Claranova's Board of Directors*
- D.** *Dismissal of Mr. Roger Bloxberg as member of Claranova's Board of Directors*
- E.** *Dismissal of Ms. Viviane Chaine-Ribeiro as member of Claranova's Board of Directors*
- F.** *Appointment of Mr. Michael Dadoun as Director*
- G.** *Appointment of Mr. Daniel Assouline as Censor of the Board of Directors*
- H.** *Appointment of Mr. Cyrille Crocquevieille as Director*
- J.** *Appointment of a new Independent Director*

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

- 36.** *Powers for formalities*

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION (Approval of the corporate financial statements for the fiscal year ended June 30, 2023)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings, and after considering the Board of Directors' management report and corporate governance report, as well as the statutory auditors' report on the annual financial statements,

approves the corporate financial statements for the fiscal year ended June 30, 2023, as presented to it, and the transactions reflected in these financial statements and summarized in these reports, showing a net accounting profit of €2,585,443.73.

approves the absence of expenses and charges referred to in Article 39-4 of the French General Tax Code.

SECOND RESOLUTION (Approval of the consolidated financial statements for the fiscal year ended June 30, 2023)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings, after considering 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, 2023, as presented to it, and the transactions reflected in these financial statements and summarized in these reports, showing a net loss of €10,819,819.88.

THIRD RESOLUTION (Appropriation of net income for the fiscal year ended June 30, 2023)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves, in accordance with the Board of Directors' proposal, to allocate the net income for the fiscal year ended June 30, 2023, i.e. an accounting profit of €2,585,443.73, in full to "Retained earnings", which will thus be decreased to an accumulated deficit of €118,870,567.80.

In accordance with Article 243 *bis* of the French General Tax Code, the General Meeting **duly notes** that no dividends have been paid in the past three fiscal years.

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

The General Meeting, voting in accordance with quorum and majority rules for ordinary general 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.

FIFTH RESOLUTION *(Approval of the information on individual corporate officer compensation required by Article L. 22-10-9, paragraph I, of the French Commercial Code for FY 2022-2023)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having read Chapter 3 of the Company's FY 2022-2023 universal registration document, which constitutes the corporate governance report referred to in the last paragraph of Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34, I of the French Commercial Code, the information referred to in Article L. 22-10-9, I of the French Commercial Code presented therein.

SIXTH RESOLUTION *(Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Mr. Pierre Cesarini, Chairman of the Board of Directors)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to the Chairman of the Board of Directors as presented in accordance with Article L. 22-10-9 of said code.

SEVENTH RESOLUTION *(Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Mr. Pierre Cesarini, Chief Executive Officer)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed,

variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to the Chief Executive Officer as presented in accordance with Article L. 22-10-9 of said code.

EIGHTH RESOLUTION (Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Mr. Xavier Rojo, the Deputy CEO)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to the Deputy CEO as presented in accordance with Article L. 22-10-9 of said code.

NINTH RESOLUTION (Approval of the compensation policy for the Chair of the Board of Directors for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the FY 2023-2024 compensation policy for the Chair of the Company's Board of Directors, as described in the Corporate Governance Report.

TENTH RESOLUTION (Approval of the compensation policy for the CEO for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the Company's FY 2023-2024 compensation policy for the Company's Chief Executive Officer, as presented in the corporate governance report.

ELEVENTH RESOLUTION (Approval of the compensation policy for the Deputy CEO for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8 II, of the French Commercial Code, the Company's FY 2023-2024 compensation policy for the Company's Deputy Chief Executive Officer, as presented in the corporate governance report.

TWELFTH RESOLUTION (Approval of the compensation policy for non-executive officers of the Company for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the Company's FY 2023-2024 compensation policy for the Company's non-executive officers, as presented in the corporate governance report.

THIRTEENTH RESOLUTION (Determination of the amount of total compensation of directors for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

decides to set, as from the FY 2023-2024, the maximum annual fixed compensation provided for in Article L. 225-45 of the French Commercial Code to be allocated to the directors as members of the Board, at €320,000, and this until otherwise decided.

FOURTEENTH RESOLUTION (Delegation of authority to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, retained earnings or other items)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having considered the Board of Directors' report,

in accordance with the provisions of Articles L. 225-129-2 *et seq.*, L. 22-10-50 and L.228-92 of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to proceed, on one or more occasions with capital increases, in proportions and at such times of its choosing, through the capitalization of reserves, earnings or additional paid-in capital or other amounts eligible for capitalization by law or the provisions of the articles of association, in the form of a grant of restricted free stock units (*attribution d'actions gratuites*) or an increase in the nominal value of existing shares, or by combination of these two methods;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority is set at €50,000,000, whereby it is specified that:

- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;
- the nominal amount of the capital increases that may be carried out under this resolution will not be included within the overall ceiling set by the 28st resolution of this general meeting;

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- determine the dates and conditions of the issues;
- set the amount and the nature of the amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal amount of existing shares comprising the share capital will be increased;
- set the date, even retroactively, as from which the new shares will carry dividend rights or the effective date of the increase in the nominal value of the shares;
- decide in the case of the award of restricted free stock units (*actions gratuites*), (i) that the fractional rights shall not be negotiable and the corresponding shares will be sold; the proceeds of said sales will be allocated to the holders of such rights in accordance with the conditions provided for by regulation (ii) that the shares that would be granted on the basis of existing shares carrying a double voting right will benefit from this right upon issuance (iii) to make all adjustments in order to take into account the impact of corporate actions affecting the Company's capital or shareholders' equity and set the procedures according to which, as applicable, the rights of holders of securities giving access to the capital or beneficiaries of subscription or purchase options or restricted free stock units (*attribution gratuite d'actions*) will be preserved;
- record completion of the capital increase(s), amend the articles of association in consequence and carry out all necessary formalities; and

- and in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

FIFTEENTH RESOLUTION (authorization granted to the Board of Directors to trade in the Company's shares)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having considered the Board of Directors' report,

in accordance with the provisions of Articles L. 225-206 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, the provisions of Articles 241-1 to 241-7 of the General Regulations of the French Financial Market Authority (*Autorité des Marchés Financiers* or "**AMF**") and the provisions of European Regulation (EU) No. 596/2014 of April 16, 2014 on market abuse,

authorizes the Board of Directors, with the power of sub-delegation to the CEO or the Deputy CEO, to buy or sell shares of the Company as part of a share buyback program;

resolves that this authorization is intended for the purpose of:

- maintaining an orderly market in the company's shares under a liquidity contract entered into with an investment services provider that complies with the Conduct of Business Rules recognized by the AMF;
- implementation of any Company stock option plan governed by the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code, or any similar plan whose purpose is compatible with applicable laws and regulations;
- the grant or sale of shares to employees and/or corporate officers of the Company or affiliated companies, under the terms and according to the methods provided by law, and notably with respect to the French statutory profit-sharing scheme;
- the retention of shares and their subsequent remittance in payment or exchange for future acquisitions, mergers, demergers or contribution transactions, occurring at the level of the Company or, where allowed by applicable regulation, of the companies that it controls;
- 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 through a share capital reduction (notably for the purpose of optimizing cash management, return on equity or earnings per share); and
- the implementation of any market practice accepted or that may be accepted by the AMF and, more generally, carrying out of any transaction complying with prevailing regulations;

duly notes that 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 Meeting, it being specified that when shares are repurchased in connection with a liquidity agreement, 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;

resolves that, in accordance with the law, the number of shares that may be purchased by the Company with a view to their retention and subsequent remittance in payment or exchange in connection with an acquisition, merger, demerger or contribution, may not exceed 5 % of its share capital;

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

decides that the maximum purchase price per share shall not exceed €20 (excluding acquisition costs), subject to adjustments to take into account the impact of new corporate actions by the Company, and notably in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a restricted free stock unit award (*attribution gratuite d'actions*), a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting the share capital, within the limit of a maximum amount which may be paid by the Company in connection with this authorization equal to €50,000,000.

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 the share capital, the power to adjust the above purchase price to take account the impact of such transactions on the value of the shares.

grants full powers to the Board of Directors, with the power of sub-delegation to the Chief Executive Officer or the Deputy CEO, to:

- assess the appropriateness of launching a share buyback program;
- determine the terms and conditions of the share buyback program, including in particular the price of the shares purchased within the limits set by this decision of the General Meeting;
- carry out by any means the acquisition, sale or transfer of these shares and place all orders on the stock exchange;
- enter into all agreements, liquidity agreements option contracts, submit all declarations

- to the *Autorité des Marchés Financiers* (AMF) and any other such entity;
- allocate or reallocate the shares thus acquired to the various objectives defined under the conditions provided for in this decision of the General Meeting;
- prepare and publish the official notice announcing the implementation of the share buyback program; and
- more generally, 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 Meeting;

duly notes that this authorization supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose.

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

SIXTEENTH RESOLUTION (Authorization to be granted to the Board of Directors to reduce the Company's share capital by cancellation of own shares)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

subject to adoption of the above 15th resolution,

and in accordance with the provisions of Articles L. 22-10-62 *et seq.* and L. 225-213 of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the Articles of Association, its power to decide to cancel, on one or more occasions, within the limit of 10 % of the Company's share capital per twenty-four (24) month period, all or part of the shares acquired and own shares held by the Company and to reduce the share capital by the corresponding amount, it being recalled that this percentage applies to the share capital amount adjusted for transactions impacting the share capital and performed after this General Meeting;

resolves that the difference between the purchase price of the shares over their par value shall be deducted from the "share premium" account or any other available reserves, including the legal reserve, on condition that this latter reserve does not fall below 10% of the Company's share capital following the reduction in capital;

confers full powers to the Board of Directors, which the latter may further delegate, in order to reduce the share capital, approve the definitive amount of the share capital reduction, set the terms and conditions, record completion thereof, allocate the difference between the carrying value of the canceled shares and their par value to available reserves or additional paid-in capital, complete all measures and formalities to record the completion of the capital reduction(s) that may be undertaken by virtue of the authorization and amend the articles of association of the Company in consequence, allocating the portion of the legal reserve becoming available as a result of the capital reduction, making all declarations to the AMF

(Autorité des Marchés Financiers), fulfilling all other formalities and, in general, doing all that may be necessary. ;

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that this authorization will be valid for a period of eighteen (18) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

SEVENTEENTH RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital by issuing shares, equity securities giving access to other equity securities or giving entitlement to allotments of debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company related to the Company, while maintaining the preferential subscription rights*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and after noting for the record that the share capital is fully paid up,

in accordance with articles L. 225-129 *et seq.*, and notably Articles L. 225-129-2 and L. 225-132, as well as the provisions of Articles L. 228-91, and in particular Article L. 228-93 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to increase the capital, on one or more occasions, issuing, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, by issuing shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to the equity securities of the Company which may be paid for either in cash or by offset against certain, due and payable claims or, in part by the capitalization of reserves, earnings or premiums;

specifies as necessary that this authorization expressly excludes the issuance of preferred shares and securities giving access to preferred shares;

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to decide upon the issuance of securities giving access to the capital of companies of which the Company directly or indirectly holds more than half the capital;

duly notes that, in accordance with Article L. 228-93 of the French Commercial Code, the decision to issue securities giving access to the capital of companies in which the Company

directly or indirectly owns more than half the capital shall require the approval of the extraordinary general meeting of the companies in question;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;
- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolves that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolves in the event of use by the Board of Directors of this delegation, that:

- shares issued will be reserved in priority for shareholders eligible on an irreducible basis (*à titre irréductible*) in proportion to the number of shares owned by them at that time;
- the Board of Directors may, in accordance with Article L. 225-133 of the French Commercial Code, grant shares subject to reduction (*à titre réductible*) to shareholders having subscribed for shares in excess of those available on a preferential basis on an irreducible basis, in proportion to the subscription rights they possess and within the limits of their demand;
- in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions for new shares subject to reduction, and as the case may be, those available on irreducible basis, should fail to account for the entire issue, the Board of Directors may use the different options provided by law in the order series fit, including public offerings in France and/or other countries;

resolves that the issuance of warrants for shares of the Company may be executed by subscription offers, as well as by grants to owners of existing shares without consideration;

resolves that if warrants are granted without consideration, the Board of Directors will have the option of deciding that allotment rights forming fractional shares shall not be negotiable and that the corresponding security shall be sold;

duly notes shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's

shares;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- set the amount of the issue(s) which may be executed on the basis of this delegation of authority, and determine in particular, the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities, in accordance with applicable laws and regulations;
- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;
- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;
- at its sole discretion, offset share issue costs against the related premiums and deduct 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;
- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;
- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), 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 set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities; and
- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, fix their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, the fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that if the Board of Directors uses the authorization granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

EIGHTEENTH RESOLUTION *(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities, with the cancellation of the preferential subscription right, through a public offering and with an option to grant a priority right)*

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and after noting for the record that the share capital is fully paid up,

in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 225-135 *et seq.* and the provisions of Articles L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to decide to issue securities, through a public offering (with the exception of public offerings covered by article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, in France or other countries, in proportions and at such times of its choosing, in euros or any other currency or the unit of account established by reference to several currencies, providing for the cancellation of the preferential subscription right, and an option to grant a priority right to shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company payable for in cash, including by offset against certain, due and payable claims or, in part, by the capitalization of reserves, earnings or premiums;

specifies as necessary that this delegation of authority expressly excludes the issuance of preferred shares and securities giving access to preferred shares;

resolves that securities giving access to ordinary shares of the Company thus issued may consist of debt securities or be associated with the issuance of such securities, or enable the issue thereof as intermediate securities. These securities may or may not be subordinated (and in such case, the Board of Directors will set their subordination ranking), may or may not be for a limited term, and may be issued in euros or in a foreign currency, or in any other units of account established by reference to several currencies;

specifies that such shares and/or securities may be issued, in particular, in consideration for securities tendered to the Company in connection with a public exchange offer initiated by the Company in France or other countries, in accordance with local regulations, for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code;

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;
- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolves that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolves to cancel the preferential subscription rights of shareholders to securities which may be issued pursuant to this delegation of authority, without indicating the beneficiaries, it being however specified that the Board of Directors may confer upon shareholders, for all or part of the securities issued pursuant to this delegation of authority, a priority period for which it shall set the procedures and conditions of exercise, within the limits of the applicable legal and regulatory provisions, whereby this priority subscription period must be exercised in proportion to the number of shares held by each shareholder and shall not give rise to the creation of negotiable rights;

resolves that if applications for shares should fail to account for the entire issue, the board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided;
- freely allocate all or part of the offering not taken up to beneficiaries of its choice; and
- offer to the public, on the French or international market, all or part of the securities not taken up;

duly notes shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolves the issue price of the securities which may be issued pursuant to this delegation of authority will be determined by the Board of Directors as follows: any amount owed to the Company or to be owed to the Company for each of the shares that will be issued or created

by subscription for shares, conversion, exchange, reimbursement, presentation of a warrant or any other means must at least equal the amount determined according to the regulation applicable on the issue date (to date the volume weighted average price of the Company's share for the three trading days preceding the beginning of the offering to the public within the meaning of regulation (UE) 2017/1129 of June 14, 2017, minus, as applicable, a maximum discount of 10%, in accordance with Article R. 21-10-32 of the French Commercial Code) subject to the exception provided for in the 21st resolution.

resolves that the offering(s), decided by virtue of this resolution, may be included, as part of the same issue or several issues carried out at the same time, with one or more offers covered by Article L. 411-2 of the French Monetary and Financial Code, decided in application of the 18th resolution;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- set the amount of the issue(s) which may be executed on the basis of this delegation of authority, and determine in particular, the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities, in accordance with applicable laws and regulations;
- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;
- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;
- at its sole discretion, offset share issue costs against the related premiums and deduct 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;
- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;
- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), 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 set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which

these securities shall give the right to shares of Company;

- provide for the ability to suspend the exercise of rights attached to the securities issued in accordance with legal and regulatory provisions;
- in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public tender offer with an exchange component (public exchange offer), establish a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid (without applying the above method for determining the price), and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public tender offer in compliance with the laws and regulations applicable to said public tender offer;
- and in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

NINETEENTH RESOLUTION (*Delegation of authority to the Board of Directors to issue debt securities giving access to the capital of subsidiaries of the Company and/or of any other company affiliated thereto (to be used outside periods of public offerings)*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

having considered the Board of Directors' report,

and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and notably Article L. 225-129-2 as well as the provisions of Articles L. 228-91 *et seq.* of said Code (notably Article L. 228-93),

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide to issue, on one or more occasions, in France or in other countries, in amounts and at such times it chooses, either in euros or in another currency, or in any other monetary unit established by reference to several currencies, debt securities giving access or likely to give access to equity securities to be issued by companies in which the Company holds directly or indirectly, at the issue date, whereby these securities may also give access to existing equity securities and/or entitle their holders to receive debt securities of the Company and/or companies in which the Company directly or indirectly holds more than half of the share capital at the issue date, and/or of any other company in which the Company does

not directly or indirectly hold more than half of the share capital at the issue date, either by public offering, with the exception of the example referred to in Article L. 411-2 1° of the French Monetary and Financial Code, or as part of an offer governed by said Article.

resolves that the securities referred to in the first paragraph of this resolution may be subscribed for either in cash or by the offset of debt.

resolves that the maximum nominal amount of debt securities of the Company able to be issued under this authorization is €250,000,000 or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the maximum total amount for the issue of debt securities provided for in the 28th resolution of this General Meeting or, as the case may be, from the maximum total amount that may be provided for by any similar resolution that may supersede said resolution during the period of validity of this authorization;

duly notes that, on condition that the necessary authorizations have been obtained from the company in question, the decision pursuant to this authorization to issue securities giving access to equity securities to be issued by any company in which the Company holds, directly or indirectly, more than half of the capital at the time of issue, will require the approval of the Extraordinary General Meeting of said company.

TWENTIETH RESOLUTION *(Delegation of authority to the Board of Directors to proceed with a capital increase, without preferential subscription rights, by issuing shares, equity securities giving access to other equity securities or granting a right to the allotment of debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company related to the Company, as part of an offering governed by Article L. 411-2 1° of the French Monetary and Financial Code, reserved for a limited circle of investors)*

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

in accordance with Articles L. 225-129 *et seq.*, L. 225-12, L. 225-135, L. 225-136, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to decide to issue, by means of the offer(s) referred to in paragraph 1 of article L. 411-2 1° of the French Monetary and Financial Code), on one or more occasions, in France or other countries, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company which may be paid in cash and including by offset against certain, due and payable claims;

resolves that securities giving access to ordinary shares of the Company thus issued may consist of debt securities or be associated with the issuance of such securities, or enable the issue thereof as intermediate securities. These securities may or may not be subordinated (and in such case, the Board of Directors will set their subordination ranking), may or may not be for a limited term, and may be issued in euros or in a foreign currency, or in any other

monetary units established by reference to several currencies;

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000, and that in any event, issues of equity securities carried out pursuant to this delegation of authority by means of an offering covered by article L. 411-2 1° of the French Monetary and Financial Code may not exceed the limits set forth by applicable law as of the date of the issue whereby this limit will be determined on the date of the Board of Directors' decision to use this delegation of authority (by way of indication, on the date of this General Meeting, the issue of equity securities through an offering covered by article L. 411-2 1° of the French Monetary and Financial Code is limited to 20% of the Company's share capital per year); it being specified that these amounts may be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities giving access to the company's capital;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;

resolves that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolves to cancel the shareholders' preferential subscription right to the securities which may be issued in accordance with this authorization, without indicating the beneficiaries;

duly notes shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolves that the issue price of the shares and securities which may be issued pursuant to this delegation of authority will be set by the Board of Directors on condition that any amount owed or to be owed to the Company for each of the shares to be issued or created by subscription for shares, conversion, exchange, reimbursement, presentation of a warrant or any other means, must at least equal the amount determined according to the regulation applicable on the issue date (to date the volume weighted average price of the Company's share for the three trading days preceding the beginning of the offering to the public within the meaning of regulation (UE) 2017/1129 of June 14, 2017, minus, as applicable, a maximum discount of 10 %, in accordance with Article R. 21-10-32 of the French Commercial Code) subject to the exception provided for in the 21st resolution;

resolves that if applications for shares should fail to account for the entire issue, the board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at

least three quarters of the issue initially decided;

- freely allocate all or part of the offering not taken up to beneficiaries of its choice; and
- offer to the public, on the French or international market, all or part of the securities not taken up;

resolves that the offering(s), decided by virtue of this resolution, may be included, as part of the same issue or several issues carried out at the same time, with one or more public offers , decided in application of the 18th resolution;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- set the amount of the issue(s) which may be executed on the basis of this delegation of authority, and determine in particular, the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities, in accordance with applicable laws and regulations;
- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;
- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;
- at its sole discretion, offset share issue costs against the related premiums and deduct 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;
- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;
- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), 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 set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company; and
- and in general, take all measures and perform all formalities useful for the issue, the listing

of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

TWENTY-FIRST RESOLUTION (Authorization to be granted in accordance with Article L. 22-10-52° paragraph 2 of the French Commercial Code to the Board of Directors to set the issue price of shares, securities giving access to other equity securities or entitlement to the allotment of debt securities and/or securities giving access to equity securities, canceling the preferential subscription rights within the framework of the delegation of authority covered by the 18th, 19th and 20th resolutions)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

in accordance the provisions of with Article L. 22-10-52 paragraph 2 of the French Commercial Code,

and within the limit of 10% of the share capital per year, determined on the date of the Board of Directors' decision and adjusted for the impact of corporate actions occurring after this decision,

authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, to set the price for the issue of ordinary shares and/or securities giving access to the capital issued, after taking market opportunities into account, according to the following procedures: (i) the issue price for ordinary shares shall at least equal the volume-weighted average price (in the central order book and excluding off-market block trades) of the Company's share during a period of between five and thirty consecutive trading days during the 30 trading days preceding the date on which the price is set, potentially less a maximum discount of 20%, it being specified that (i) this price may not be less than the nominal value of a share of the Company on the issue date of the shares in question; (ii) the issue price of the securities giving access to the share capital shall be such that the amount received immediately by the Company, plus if applicable any amount to be received subsequently, will be for each share issued as a consequence of the issuance of such securities, at least equal to the issue price defined in the above paragraph;

duly notes that the Board of Directors may apply this resolution within the framework of the above 18th, 19th and 20th resolutions;

resolves that the Board of Directors will be vested with all powers, with the power of sub-

delegation, to implement this authorization under the terms provided for by the resolution on the basis of which the issue is decided;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

TWENTY-SECOND RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of persons*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

in accordance with Articles L. 225-129 *et seq.*, L. 225-135, L. 225-138, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to carry out, on one or more occasions, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, capital increases by issuing shares without preferential subscription rights or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to the equity securities of the Company which may be paid for either in cash or notably by offset against certain, due and payable claims upon subscription;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;
- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolves that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

resolves to cancel shareholders' preferential subscription rights to securities that may be issued in application of this authorization and to reserve the securities to be issued in application of this resolution to a list of beneficiaries selected by the Board of Directors, with the power of sub-delegation, from the following categories of beneficiaries

- any company incorporated in France or in another country that, individually or jointly with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company's consolidated revenue;
- all natural persons or legal entities, including companies, trusts or investment funds or other investment vehicles regardless of their form, established under French or foreign law, regularly investing in small cap or mid-cap growth companies (i.e. companies with market capitalizations not exceeding €1 billion) or having invested more than €2.5 million over a period of 36 months preceding the issue in question, in the technology sector;
- any qualified investor as defined by French or European regulations, as well as any individual or legal entity (including, without limitation, any investment fund or venture capital company, and in particular any FPCI, FCPI or FIP) investing on a regular basis in companies operating in the digital technology sector, or having invested more than €500,000 over the past 36 months;
- 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 against remittance of Company securities; and
- any person having the status, or whose principal 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.

duly notes shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolves that if applications for shares should fail to account for the entire issue, the Board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided;
- freely allocate all or part of the offering not taken up to beneficiaries of its choice; and
- offer to the public, on the French or international market, all or part of the securities not taken up;

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the

conditions referred to above, in order to, in particular:

- establish, within the category defined above, the list of beneficiaries who may subscribe for the securities issued and the number of securities granted to each, within the limits mentioned above;
- set the amount of the issue(s) which may be carried out pursuant to this delegation of authority, and notably determine the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities in accordance with the provisions of Articles L. 225-138-II of the French Commercial Code, whereby the issue price must at least equal the volume-weighted average price during the twenty (20) trading days preceding the date on which the price is set, reduced if appropriate by a maximum discount of 20%;
- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;
- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;
- at its sole discretion, offset share issue costs against the related premiums and deduct 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;
- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;
- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), 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 set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company; and
- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of eighteen (18) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

Resolution A. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION A. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of persons

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings;

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

in accordance with Articles L. 225-129 *et seq.*, L. 225-135, L. 225-138, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its power to carry out, on one or more occasions, in proportions and at such times of its choosing, in euros or any other currency or units of account established by reference to several currencies, capital increases by issuing shares without preferential subscription rights or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to the equity securities of the Company which may be paid for either in cash or notably by offset against certain, due and payable claims upon subscription;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €22,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 27th resolution;
- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolves that the maximum nominal amount of debt securities which may be issued, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the overall ceiling provided for under the 27th resolution;

resolves to cancel shareholders' preferential subscription rights to securities that may be issued in application of this authorization and to reserve the securities to be issued in

application of this resolution to a list of beneficiaries selected by the Board of Directors, with the power of sub-delegation, from the following categories of beneficiaries:

- any company incorporated in France or in another country that, individually or jointly with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company's consolidated revenues,
- all natural persons or legal entities, including companies, trusts or investment funds or other investment vehicles regardless of their form, established under French or foreign law, regularly investing in small cap or mid-cap growth companies (i.e. companies with market capitalizations not exceeding €1 billion) or having invested more than €2.5 million over a period of 36 months preceding the issue in question, in the technology sector,
- any qualified investor as defined by French or European regulations, as well as any individual or legal entity (including, without limitation, any investment fund or venture capital company, and in particular any FPCI, FCPI or FIP) investing on a regular basis in companies operating in the digital technology sector, or having invested more than €500,000 over the past 36 months;

duly notes shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolves that if applications for shares should fail to account for the entire issue, the Board of Directors may make use, in the order of its choice, of one of the following options:

- limit the issue to the amount of applications received, provided that these amount to at least three quarters of the issue initially decided,
- freely allocate all or part of the offering not taken up to beneficiaries of its choice, and
- offer to the public, on the French or international market, all or part of the securities not taken up;
- **resolves** that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- establish, within the category defined above, the list of beneficiaries who may subscribe for the securities issued and the number of securities granted to each, within the limits mentioned above;
- set the amount of the issue(s) which may be carried out pursuant to this delegation of authority, and notably determine the issue price, dates, the timetable, the procedures and conditions for subscription, payment, delivery and dividend rights and the date of record for the securities in accordance with the provisions of Articles L. 225-138-II of the French Commercial Code, whereby the issue price must at least equal the volume-weighted average price during the twenty (20) trading days preceding the date on which the price is set, reduced if appropriate by a maximum discount of 20%;
- set the terms for exercising any rights attached to shares or to securities giving access to the capital, determine the terms, where applicable, for the exercise of rights, notably the terms for the exercise of conversion, exchange and redemption rights, including by delivery of Company assets such as shares or securities already issued by the Company; and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;
- receive subscription orders and the corresponding payments, record completion of capital increases to reflect the amount of shares actually subscribed and amend the articles of association in consequence;
- at its sole discretion, offset share issue costs against the related premiums and deduct 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,

- enter into any agreement for the purpose of ensuring the success of any issue, to carry out on one or more occasions, in proportions and at such times it considers appropriate, in France and/or, as applicable, in other countries, the aforementioned issues;
- set and make all adjustments for the purpose of taking into account the impact of transactions in the Company's share capital, notably a change in the share's par value, a share capital increase by capitalizing reserves, a grant of restricted free share units (*attribution gratuite d'actions* or free shares), 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 set the terms enabling the preservation, where applicable, of the rights of holders of securities granting access to the share capital,
- furthermore, in the event of an issue of debt securities giving access to the share capital of the Company, decide on whether such issues will be subordinated or not, set their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, their fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company; and
- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of eighteen (18) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

TWENTY-THIRD RESOLUTION (*Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase giving access to the share capital of the Company, any subsidiary and/or any other company affiliated thereto, with or without preferential subscription rights*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and in accordance with the provisions of Articles L. 225-129-2, L. 225-135-1 and R. 225-118 of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, the authority to increase the number of shares to be issued in the case of a capital increase of the Company, with or without preferential subscription rights, at the same price as that of the initial issue, within the time period and the limits provided for by regulations in force on the date of the issue (currently, within thirty days of the end of the subscription period and within the limit of 15 % of the initial offer and at the same price as the former), in particular with a view to granting an overallotment (greenshoe) option in accordance with market practices;

resolves that the nominal amount of capital increases decided by this resolution will be included within the overall ceiling provided for by the 28th resolution of this meeting;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

TWENTY-FOURTH RESOLUTION (*Delegation of authority to the Board of Directors to issue shares and securities giving access to the capital of the Company, one of its subsidiaries and/or another company as consideration for contributions in kind*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and in accordance with the provisions of Articles L. 225-147, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* and L. 22-10-53 of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to proceed, on one or more occasions with capital increases by the issuance in, immediately and/or in the future, of (i) ordinary shares or (ii) securities (a) giving present or future access, through subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to shares of the Company or a company in which the Company directly or indirectly holds at least half the capital (b) conferring entitlement to the allotment of debt securities of the Company or a company in which the Company directly or indirectly holds, at the time of the issue, more than half the share capital, as consideration for payment of the contribution in kind granted to the Company and consisting of equity securities or securities giving access to the capital, when the provisions of article L. 22-10-54 of the French Commercial Code do not apply; it being specified that, to the above maximum nominal amount will be added, as applicable, the nominal value of shares to be issued to preserve, in compliance with the law and, where appropriate, applicable contractual provisions, the rights of holders of securities and other rights giving access to the capital;

duly notes that, in accordance with the law, the shareholders will not be entitled to preferential subscription rights for the shares or securities issued pursuant to this delegation of authority;

duly notes that this delegation of authority automatically constitutes a waiver by operation of law by shareholders of their preferential subscription rights to the shares to which they might be entitled by means of the securities issued under this delegation.

specifies as necessary that this delegation of authority expressly excludes the issuance of preferred shares;

resolves that the maximum nominal amount of capital increases able to be carried out under this authorization may not exceed 10% of the Company's share capital (as existing on the date of the capital increase), with this percentage applying to the amount of capital adjusted to reflect any corporate actions carried out subsequent to this General Meeting;

resolves that the maximum nominal amount of capital increases that may be carried out,

immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;
- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to preserve the rights of holders of securities and other rights giving access to the company's capital;

resolves that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

duly notes that, in accordance with Article L. 228-93 of the French Commercial Code, the decision to issue securities giving access to the capital of companies in which the Company directly or indirectly owns more than half the capital shall require the approval of the extraordinary general meeting of the company in question;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- decide on the capital increase(s) to be carried out serve as consideration for the contributions to the Company and determine the shares and/or securities to be issued;
- establish the list of securities to be tendered and rule on the valuation of the contributions and finalize and sign the contribution agreement;
- set the terms and conditions of offerings and/or securities as consideration for the contributions, as well as, as applicable, the amount of any cash balance to be paid, approve the grant of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the consideration for a specific benefits;
- determine the characteristics of the shares and/or securities serving as consideration for the contributions; determine and make all adjustments in order to take into account the impact of corporate actions affecting the Company's capital or shareholders' equity and set all other procedures to ensure and set the procedures according to which, as applicable, the rights of holders of securities giving access to the capital or beneficiaries of subscription or purchase options or restricted free stock units (*attribution gratuite d'actions*) will be preserved;
- At its sole initiative, charge all costs incurred in connection with the capital increase to the corresponding share premium and appropriate therefrom the amounts necessary to fund the legal reserve;
- set the terms and conditions for the issue, record the completion of the capital increases, amend the articles of association in consequence, perform all necessary formalities; and

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

TWENTY-FIFTH RESOLUTION (*Delegation of authority to the Board of Directors for the purpose of issuing shares and securities through a capital increase in the event of a public exchange offer initiated by the Company*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and in accordance with Articles L. 225-129 *et seq.*, L. 228-91 *et seq.* and L. 22-10-54 of the French Commercial Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, its authority to proceed with, on one or more occasions, capital increases by the issuance of shares and/or securities giving access by any means, immediately and/or in the future, to the Company's capital as consideration for securities tendered through a public exchange offer initiated by the Company in France or other countries, according to the local rules, for securities of another company admitted to trading in a regulated market covered by article L. 22-10-54 of the French Commercial Code;

duly notes that, in accordance with the law, the shareholders will not be entitled to preferential subscription rights for the securities issued under this delegation of authority;

specifies as necessary that this delegation of authority expressly excludes the issuance of preferred shares;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation of authority shall be included within the overall ceiling for capital increases provided for under the 28th resolution;
- this amount will be increased, as necessary, by the nominal amount of shares to be issued, in accordance with the law, and, as necessary, applicable contractual provisions, to

preserve the rights of holders of securities and other rights giving access to the company's capital;

resolves that the maximum nominal amount of debt securities which may be issued, immediately and/or in the future, pursuant to this delegation of authority is set at €250,000,000 (or the equivalent value of such amount in the event of an issue in another authorized currency), whereby it is specified that this amount will be included in the amount of the total ceiling provided for under the 28th resolution;

duly notes shall that this delegation of authority automatically constitutes a waiver by operation of law of shareholders' preferential subscription rights to the Company's ordinary shares to which they would be entitled based on these securities issued under this delegation.

resolves that these transactions may be carried out at any time, including, within the limits provided for by applicable regulations, during periods of public tender offers for the Company's shares;

resolves that the Board of Directors will have full powers to use the present delegation of authority, with the option to sub-delegate such powers, within the limits and under the conditions referred to above, in order to, in particular:

- establish a list of securities tendered to the exchange as well as the form or characteristics of the shares or securities giving access to capital to be issued, with a without premium;
- set the conditions of the issue, the exchange ratio and, as applicable, the amount of the cash adjustment to be paid;
- determine the conditions of the issue in connection with, in particular a public exchange offer, an alternative tender bid or exchange offer as the primary offer, combined with a secondary public exchange offer or takeover bid;
- record the number of shares tendered in the exchange offer;
- set the date of record, which may be retroactive, of the shares or securities giving access to the capital to be issued, the procedures for their payment and, as applicable, the procedures for the exercise of rights of exchange, conversion, redemption or allotment of any other nature for equity securities or securities giving access to the share capital;
- Record under liabilities in the balance sheet under "additional paid-in capital" to which all shareholders will have rights, the difference between the issue price of ordinary new shares and their face value;
- make all adjustments required in accordance with applicable laws and regulations and, as applicable contractual provisions to protect the rights of the holders of securities giving access to the share capital of the Company;
- suspend, as applicable, the exercise of rights attached to these securities for a maximum period of three months;
- At its sole initiative, charge all costs incurred in connection with the capital increase to the corresponding share premium and appropriate therefrom the amounts necessary to fund the legal reserve;
- set the terms and conditions for the issue, record the completion of the capital increases,

amend the articles of association in consequence, perform all necessary formalities; and

- and, in general, take all measures and perform all formalities useful for the issue, the listing of the securities and the agency agreement for the servicing of securities issued under this authority as well as for the exercise of rights attached to the securities;

resolves that this delegation of authority will be valid for a period of twenty-six (26) months as from the date of this general meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose;

duly notes that, if the Board of Directors uses the delegation of authority granted under this resolution, it will report to the next ordinary general meeting, as required by laws and regulations, on the uses made of authorizations granted herein.

TWENTY-SIXTH RESOLUTION *(Authorization given to the Board of Directors to proceed with restricted free stock awards (attribution gratuite d'actions) granting existing shares and/or shares to be issued, entailing the waiver by shareholders of their preferential subscription right)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and in accordance with the provisions of Articles L. 22-10-59 *et seq.* and L. 225-197-1 *et seq.* of the French Commercial Code,

authorizes the Board of Directors to proceed with restricted free stock awards (*attribution gratuite d'actions*) granting existing shares and/or shares to be issued, on one or more occasions, in the proportions and at the times it shall determine, to employees or certain categories thereof it shall determine from among the Company's eligible employees and corporate officers and from among employees of companies affiliated with the Company within the meaning of Article L. 225-197-2 of the French Commercial Code;

resolves that the total number of existing shares or shares to be issued the grant of restricted free stock units under this authorization may not represent more than 10% of the Company's share capital on the date of the Board of Directors' to grant said units, with the proviso that this amount shall be included under the overall ceiling set in the 28th resolution;

resolves that the Board of Directors will set the criteria for these restricted free stock unit awards and determine the list or categories of beneficiaries as well as the number of restricted free stock units awarded to each within the above-mentioned limits, it being specified that the vesting of shares thus granted shall be subject to conditions of presence and performance set by the Board of Directors at the time of their grant. The conditions of performance must be serious and demanding and may be linked to criteria internal and/or external to the Company;

duly notes that if any grants are made to the corporate officers referred to in Article L. 225-197-1 II, paragraphs 1 and 2 of the French Commercial Code, such grants must comply with the provisions of Article L. 22-10-60 of the French Commercial Code;

resolves that the restricted free stock units will be fully vested after a minimum period of one year, with, should the Board of Directors so decide, an obligation requiring the beneficiaries to hold the shares for an additional period. If the vesting period (*période d'acquisition*) decided by the Board of Directors is less than two years, then a holding period (*période de conservation*) for the shares shall be required so that the combined vesting and holding periods is not less than two years;

resolves that in the cases of disability of the beneficiary falling under the second and third categories provided for in Article L.341-4 of the French Social Security Code (*Code de la Sécurité Sociale*), or equivalent provisions in other countries, the shares may be definitively granted before the end of the vesting period and shall be freely transferable upon their delivery.

resolves, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, that this authorization automatically constitutes waiver by operation of law by the shareholders of their preferential subscription right to the shares that would be issued by virtue of this resolution in favor of the beneficiaries;

resolves to authorize the Board of Directors to take any measures it deems appropriate to protect the rights of beneficiaries of restricted free stock units during the vesting period; and

duly notes that in the event of an award of restricted free stock units from new shares, this authorization will entail, as said shares are fully vested, a capital increase by capitalizing reserves, profits or issue premiums for the benefit of the beneficiaries of said shares and a corresponding waiver by shareholders in favor of the beneficiaries of said shares of their preferential subscription rights to said shares.

The General Meeting **grants** full powers to the Board of Directors, with the power of sub-delegation in accordance with applicable laws and regulations, to implement this authorization, in accordance with the conditions described above and within the limits authorized by the laws in force, and in particular to:

- determine whether the restricted free stock units granted represent shares to be issued and/or existing shares, and to modify its choice before the definitive allotment of said shares;
- determine the identity of the beneficiaries and a number of shares granted to each;
- set and, if necessary, modify the conditions of performance and the criteria and conditions for the granting of shares, in particular the length of the vesting period and the length of the holding period, as applicable;
- provide, as applicable, for the possibility of deferring the dates for the definitive allotment of the shares;
- provide for the possibility of temporarily suspending allotment rights;
- record date vesting dates and the dates from which the shares may be freely transferred;
- make any adjustments to the number of restricted free stock units granted during the vesting period that may be necessary to preserve the rights of beneficiaries, it being

specified that shares granted in application of these adjustments will be deemed to have been granted on the same day as the shares initially granted;

- in the event of the issue of new shares, deduct, where appropriate, from the reserves, profits or issue premiums, the sums required to pay up the shares, to record the completion of the capital increases carried out pursuant to this authorization, and make the corresponding amendments to the articles of association;
- take all useful measures and conclude all agreements to properly complete the proposed issues; and more generally,
- carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this resolution and do all that is useful and necessary under the laws and regulations in force.

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

TWENTY-SEVENTH RESOLUTION *(Authorization given to the Board of Directors to proceed with one or more stock option grants to employees and/or officers of the Company and affiliated companies, entailing the waiver by shareholders of their preferential subscription rights to shares to be issued on exercise of the options)*

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 225-177 to 225-186-1 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code,

- **authorizes** the Board of Directors, for a period of thirty-eight (38) months, to grant options giving a right to subscribe for new ordinary shares in the Company, representing, to the fullest extent authorized under applicable regulations, up to ten percent (10%) of the Company's share capital, to employees and/or corporate officers of the Company and/or related companies under the conditions set out in Article L. 225-180 of the French Commercial Code;
- **resolves** that the subscription price for the Company's shares will be the higher of (i) one hundred percent (100%) of the weighted average trading price of the Company's shares over the twenty (20) trading days preceding the date on which the options are granted on Euronext Paris, and (ii) one hundred percent (100%) of the average closing price of the Company's shares on Euronext Paris over the twenty (20) trading days preceding the date on which the options are granted, less a discount, if any, within the limits authorized by the applicable regulations.
- **duly notes** that this authorization entails the express waiver by shareholders of their preferential subscription rights in favor of the beneficiaries of the stock options;
- **confers** full powers to the Board of Directors to determine the terms and conditions for granting and exercising options, establish the list of beneficiaries, record the completion of the capital increases and perform all necessary formalities;

- **resolves** that the nominal amount of capital increases able to be carried out under this authorization will be included within the overall ceiling for capital increases provided for under the 28th resolution.

TWENTY-EIGHTH RESOLUTION (*Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted*)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

and after considering the report of the Board of Directors, resolves that:

- the maximum nominal amount of capital increases that may be carried out pursuant to this delegations of authority granted under the terms of the under the 17th to 20th, 22nd to 24rd, 26th and 29th resolutions is set at €50,000,000 (or the equivalent thereof in another currency), whereby to this maximum amount will be added, as applicable, the additional amount of shares to be issued in order to preserve, in compliance with the law and, where appropriate, applicable contractual provisions, the rights of holders of securities and other rights giving access to the capital;
- the maximum nominal amount of debt securities that may be issued by virtue of these delegations of authority granted above under the terms of the 17th to the 20th and the 22th to the 24th resolutions and the 25th resolution is €250,000,000 (or the equivalent value of such amount in the event of issue in another currency).

TWENTY-NINTH RESOLUTION (*Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to the capital, reserved for participants in a company stock ownership plan, with cancellation of preferential subscription rights in favor of the latter*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

after considering the (i) Board of Directors' report and (ii) the statutory auditors' special report,

and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 22-10-49 *et seq.* of the French Commercial Code, and Articles L. 3332-18 to L. 3332-24 of the French Labor Code,

delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law and the articles of association, 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 proviso that this amount shall be included under the overall ceiling set in the 28th resolution presented above, it being further stipulated that this resolution may be used to implement leveraged schemes;

resolves that the beneficiaries of the share capital increases referred to in this delegation will be participants in 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 paid for in cash, notably by offset against liquid and due claims or by capitalization of reserves, profits and share premiums in the event of the grant of restricted free share units (*attribution gratuite d'actions*) 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 resolution;

duly notes, 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:

- in the case of a capital increase for consideration, 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 features of the issues of other securities conferring access to the Company's capital shall be decided by the Board of Directors in accordance with requirements prescribed by regulation,
- 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 limited to:
 - o 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;
 - o setting the terms, conditions and methods, including the dates, of issues;
 - o determine the conditions, and in particular the length of service to qualify as beneficiaries of the capital increases;
 - o determining the number and characteristics of securities that will be issued pursuant to this resolution;
 - o setting the date of record for entitlement to dividends, that may be retroactive, of securities issued pursuant to this resolution;
 - o setting the terms whereby the Company may, where applicable, buy back or

- exchange the securities issued pursuant to this resolution;
- suspending, where applicable, the exercise of the right to receive shares of the Company 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 Meeting;

duly notes that this delegation of authority supersedes and cancels, for the unused portion, as applicable, any prior delegation of authority having the same purpose.

THIRTIETH RESOLUTION (*Modification of Article 14 (Organization of the Board) of the Company's Articles of Association with a view to raising the age limit for the Chair of the Board of Directors to seventy-five (75)*).

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

having considered the Board of Directors' report,

and in accordance with the provisions of Articles L. 229-7 and L. 225-48 of the French Commercial Code,

resolves to amend the fourth paragraph of Article 14 of the Company's Articles of Association, "*Organization of the Board*", as follows, to raise the age limit for serving as Chair of the Board of Directors to seventy-five (75) years:

*"The Chairman of the Board of Directors shall not be older than **seventy-five (75)** years of age. If the Chair exceeds this age, he or she shall automatically be considered to have resigned. However, the Chair's term of office shall be extended until the next meeting of the Board of Directors, at which time a new Chair will be appointed in accordance with the conditions set out in this Article"*

THIRTY-FIRST RESOLUTION (*Modification of Article 12.2 (Age limit - Term of office) of the Company's Articles of Association to limit the term of office of Directors to four (4) years*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings,

having considered the Board of Directors' report,

and in accordance with the provisions of Articles L. 229-7, L. 225-19 and L. 225-23 of the French Commercial Code,

resolves to modify the second paragraph of Article 12.2 of the Company's Articles of Association, "Age limit - Term of office" as follows, to limit the term of office of Directors to four (4) years:

*"Directors are appointed for a term of **four (4)** years, expiring at the end of the ordinary general meeting of the shareholders held to approve the financial statements for the fiscal year ended and held in the year during which their term expires.. "*

Resolution B. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION B. (Introduction of the "one share, one vote" principle in accordance with the option provided for in Article L. 22-10-46 of the French Commercial Code (Code de commerce) and corresponding amendment to Article 11.1 of the Company's Articles of Association)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings;

resolves to exercise the option provided for in Article L. 22-10-46 of the French Commercial Code to cancel the double voting rights attached (i) to fully paid-up shares registered in the name of the same shareholder for two years, and (ii) as well as to registered share freely allotted in accordance with the second paragraph of Article L. 225-123 of the French Commercial Code, and accordingly;

resolves to eliminate the second and third paragraphs of Article 11.1 of the Company's Articles of Association to be replaced by a new paragraph worded as follows:

"In accordance with Article L. 22-10-46 of the French Commercial Code, no double voting rights are granted."

duly notes, as a consequence of this resolution and subject to its approval, the elimination of double voting rights attached to (i) fully paid-up shares in the Company registered in the name of the same shareholder for at least two years, and (ii) registered shares freely allotted in accordance with the second paragraph of Article L. 225-123 of the French Commercial Code.

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

THIRTY-SECOND RESOLUTION (Renewal of the term of office as Director of Mr. Pierre Cesarini)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having considered the Board of Directors' report,

and noting that, subject to approval by the General Meeting of the thirty-first resolution referred to above (*Amendment of article 12.2 (Age limit - Term of office) of the Company's Articles of Association to limit the term of office of directors to four (4) years*) and the corresponding reduction in the term of office of the Company's current directors from six (6) to four (4) years, the term of office as director of Mr. Pierre Cesarini would expire today,

resolves to renew his appointment for the term of office provided for in the Articles of Association of four (4) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027.

THIRTY-THIRD RESOLUTION (*Renewal of the term of office as Director of Mr. Roger Bloxberg*)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having considered the Board of Directors' report,

noting that, subject to approval by the General Meeting of the thirty-first resolution referred to above (*Amendment of article 12.2 (Age limit - Term of office) of the Company's Articles of Association to limit the term of office of directors to four (4) years*) and the corresponding reduction in the term of office of the Company's current directors from six (6) to four (4) years, the term of office as director of Mr. Roger Bloxberg would expire today,

resolves to renew his appointment for the term of office provided for in the Articles of Association of four (4) years, expiring at the close of the ordinary general meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027.

THIRTY-FOURTH RESOLUTION (*Appointment of Mr. Marc Goldberg as Director*)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having considered the Board of Directors' report,

resolves to appoint Mr. Marc Goldberg as Director:

- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is adopted, for the term provided for by the Articles of Association, i.e. four (4) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027, or
- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is not adopted, for the term provided for by the Articles of Association, i.e. six (6) years, expiring at the close of the

Annual General Meeting to be called in 2029 to approve the financial statements for the year ending June 30, 2029.

Resolution 35 added at the request of the Company's shareholders and approved by the Board of Directors

THIRTY-FIFTH RESOLUTION (*Appointment of Ms. Michele Anderson as Director*)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

having considered the Board of Directors' report,

resolves to appoint Ms. Michele Anderson as Director:

- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is adopted, for the term provided for by the Articles of Association, i.e. four (4) years, expiring at the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending June 30, 2027, or
- if the thirty-first resolution to amend the Company's Articles of Association to limit the term of office of the Company's directors to four years is not adopted, for the term provided for by the Articles of Association, i.e. six (6) years, expiring at the close of the Annual General Meeting to be called in 2029 to approve the financial statements for the year ending June 30, 2029.

Resolution C. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION C. (*Dismissal of Mr. Pierre Cesarini's as member of Claranova's Board of Directors*)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to terminate the appointment of Mr. Pierre Cesarini as a member of Claranova's Board of Directors with immediate effect.

Resolution D. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION D. (*Dismissal of Mr. Roger Bloxberg's as member of Claranova's Board of Directors*)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to terminate the appointment of Mr. Roger Bloxberg as a member of Claranova's

Board of Directors with immediate effect.

Resolution E. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION E. *(Dismissal of Ms. Viviane Chaine-Ribeiro's as member of Claranova's Board of Directors)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to terminate the appointment of Ms. Viviane Chaine-Ribeiro as a member of Claranova's Board of Directors with immediate effect.

Resolution F. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION F. *(Appointment of Mr. Michael Dadoun as Director)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to appoint Mr. Michael Dadoun, 174 chemin Edgehill, Westmount, Montreal, QC H3Y1E9, as a member of the Board of Directors, with immediate effect, for a term of six (6) years, i.e. until the close of the General Meeting called to approve the financial statements for the fiscal year ending 30 June 2029.

Resolution G. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION G. *(Appointment of Mr. Daniel Assouline as Censor of the Board of Directors)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to appoint Mr. Daniel Assouline, residing at 22 Radisson Dollard-des-Ormeaux, Quebec H9A3K6, as Censor of the Board of Directors, with immediate effect, for a term of six (6) years, i.e. until the close of the General Meeting called to approve the financial statements for the fiscal year ending 30 June 2029.

Resolution H. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION H. *(Appointment of Mr. Cyrille Crocquevielle as Director)*

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to appoint Mr. Cyrille Crocquevieille, residing at 35B Route de Creully, 14610 Cairon (France), as a member of the Board of Directors, with immediate effect, for a term of six (6) years, i.e. until the close of the General Meeting called to approve the financial statements for the fiscal year ending 30 June 2029.

Resolution J. added at the request of shareholders of the Company and not approved by the Board of Directors

RESOLUTION J. (Appointment of a new Independent Director)

The General Meeting, voting in accordance with quorum and majority rules for ordinary general meetings,

resolves to appoint Mr. Arnaud Marion, residing at 90 avenue du Lt Colonel Bernier, 17000 La Rochelle (France), as a member of the Board of Directors, with immediate effect, for a term of six (6) years, i.e. until the close of the General Meeting called to approve the financial statements for the fiscal year ending 30 June 2029.

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

THIRTY-SIXTH RESOLUTION (Powers for formalities)

The General Meeting grants all powers to the bearer of an original, a copy or an extract of the present minutes for the purpose of fulfilling legal and other formalities.