

**ADDENDUM TO THE REPORT OF THE BOARD OF DIRECTORS
ON THE RESOLUTIONS SUBMITTED TO THE ORDINARY AND EXTRAORDINARY
GENERAL MEETING
OF APRIL 5, 2024**

Dear Shareholders,

Pursuant to the publication by Claranova (the "**Company**") of the meeting notice in French publication for legal announcements (*Bulletin des Annonces Légales Obligatoires* or BALO) No. 26 of February 28, 2024 (the "**Meeting Notice**") for the Combined General Meeting to be held on April 5, 2024 (the "**General Meeting**"), the Board of Directors met on March 14, 2024 to complete its report of March 7 on the resolutions to be submitted to the General Meeting of April 5, 2024 (the "**Board of Directors' Report**").

This addendum (the "**Addendum**") was prepared at the above-mentioned Board of Directors' meeting of March 14, 2024 as an addendum to the Report of the Board of Directors on the resolutions submitted to the Annual General Meeting which is available on the Company's website in accordance with applicable provisions.

Following exchanges with the Company's Statutory Auditors and their comments on the proposed wording of the 14th 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*), that the resolution lacked precision insofar as it did not specifically refer to the resolutions to which the over-allotment option might apply by not specifically referring to the resolutions to which the overallotment (greenshoe) option might apply, the Board of Directors decided that it would be necessary to amend the 14th resolution to take into account the observations of the Statutory Auditors on this point.

The Board of Directors accordingly specifies that the 14th resolution shall apply to all resolutions authorizing a capital increase by means of a cash contribution. The 14th resolution is subject to the overall ceiling set in the 18th resolution, thus ensuring that shareholders are given a sufficient degree of certainty as to the maximum amount of the over-allotment option to be able to vote on the 14th resolution in an informed manner.

The Board of Directors also made technical adjustments to Appendix 1 ("Compensation policy for the Chief Executive Officer for FY 2023-2024") and Appendix 2 ("Compensation policy for the Deputy Chief Executive Officer for FY 2023-2024") of its report. The appendices in question, as amended, are respectively **Appendix 4** and **Appendix 5** to this Addendum.

This Addendum was adopted by the Board of Directors on March 14, 2024, following its decisions to amend the wording of the 14th and 18th resolutions (*Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted by the General Meeting*) as published in the Meeting Notice, in order to eliminate the reference to the 10th resolution in said Meeting Notice, and to accept requests from shareholders to include draft resolutions on the agenda, and to indicate whether or not they have been approved by the Board of Directors.

The draft resolutions are shown in **Appendix 3**.

I. AMENDMENT TO PARAGRAPH (I) OF THE BOARD OF DIRECTORS' REPORT

On March 14, 2024, the Board of Directors decided to amend the first paragraph of section I (Resolutions to be submitted to the Ordinary General Meeting) of the Board of Directors' report, which now reads as follows:

“

I. RESOLUTIONS SUBJECT TO THE AUTHORITY OF THE ORDINARY GENERAL MEETING

On February 20, 2024, the Board of Directors, on the recommendation of the Appointments and Compensation Committee, decided not to submit a revised ex post FY 2022-2023 compensation policy for approval at the General Meeting.”

II. Modification of the wording of the 14th resolution

The text of the fourteenth 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*) includes, in relation to the Meeting Notice, a correction so as to refer to the eighth, ninth, eleventh, twelfth, thirteenth and sixteenth resolutions.

This resolution concerns the over-allotment option, the terms and conditions of which are set out in the Board's report. This delegation of authority may be used by the Board of Directors in accordance with market practice in the event of demand exceeding supply for a capital increase carried out in accordance with an existing delegation of authority.

For further information on the authorization to be granted under the 14th resolution, shareholders are invited to consult the Board's Report which has been supplemented by this Addendum.

III. Modification of the wording of the 18th resolution

In addition to the modification referred to in the present Addendum, the text of the draft resolutions submitted to the vote of shareholders at the General Meeting, as opposed to the Meeting Notice, includes a correction to the text of the eighteenth resolution (*Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted by the General Meeting*).

The inclusion in the eighteenth resolution on securities that would be issued under the tenth 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)*) is not necessary insofar as the securities in question would be equity securities issued by subsidiaries of the Company and/or of any other company affiliated to the Company.

IV. Request for inclusion of three draft resolutions on the agenda of the General Meeting at the request of the Company's shareholders

Please note that the inclusion of the three following draft resolutions on the agenda of the General Meeting does not result in a change in the numbering of the resolutions as communicated in the Meeting Notice.

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

It should be noted that this resolution, entitled Resolution "A" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this Addendum:

Mr. Cyrille Crocquevaille
35B Route de Creully
14610 Cairon

Acting in a personal capacity and on behalf of:

Mr. Charles-André Normand
5 rue Carles Vernet
Bâtiment Vernet
92310 Sèvres

*“**RESOLUTION A** (Termination of Mr. Francis Meston's appointment as member of Claranova's Board of Directors)*

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

having considered the Board of Directors' report,

resolves to terminate the appointment of Mr. Francis Meston as a member of Claranova's Board of Directors with immediate effect. ”

On March 14, 2024, the Board of Directors decided to not approve this resolution, as the motive of good governance put forward by the shareholders at the initiative of this resolution was not justified insofar as Mr. Francis Meston, an independent director, was appointed Chairman of Claranova's Board of Directors at a time of major changes in its governance, and whose significant experience and knowledge of the Group's activities and contacts were particularly valuable.

Resolution B added at the request of a shareholder of the Company and not approved by the Board of Directors

It should be noted that this resolution, entitled Resolution "B" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this Addendum:

Mr. Cyrille Crocquevaille
35B Route de Creully
14610 Cairon

Acting in a personal capacity and on behalf of:

Mr. Charles-André Normand
5 rue Carles Vernet
Bâtiment Vernet
92310 Sèvres

*“**RESOLUTION B** (Termination of Mr. Roger Bloxberg's appointment as member of Claranova's Board of Directors)*

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

having considered the Board of Directors' report,

resolves to terminate the appointment of Mr. Roger Bloxberg as a member of Claranova's Board of Directors with immediate effect. "

On March 14, 2024, the Board of Directors voted to reject this resolution on the grounds that the argument of the corporate governance invoked by the shareholders in favor of this resolution was unjustified, insofar as the composition of the Company's Board of Directors already complies with legal requirements and the recommendations of the Middledext Code concerning the percentage of independent directors. Furthermore, the Board of Directors considered that given Mr. Roger Bloxberg's significant experience and knowledge of the Group's North American operations and contacts, he should remain on the Board.

Resolution C added at the request of a shareholder of the Company and not approved by the Board of Directors

It should be noted that this resolution, entitled Resolution "C" for the purposes of presentation of the agenda, was requested by the shareholders listed below by letter, a copy of which is enclosed in **Appendix 1** to this Addendum:

Mr. Cyrille Crocquevieille

35B Route de Creully

14610 Cailon

Acting in a personal capacity and on behalf of:

Mr. Charles-André Normand

5 rue Carles Vernet

Bâtiment Vernet

92310 Sèvres

The biographical information provided by Mr. Cyrille Crocquevieille in support of his candidacy is provided in **Appendix 2** to this Addendum.

*“**RESOLUTION C** (Appointment of Mr. Cyrille Crocquevieille as Director))*

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

having considered the Board of Directors' report,

decides to appoint Mr. Cyrille Crocquevieille as Director as of today, for a term of four (4) years, i.e. until the end of the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2028. "

On March 14, 2024, the Board of Directors, while thanking Mr. Cyrille Crocquevieille for his contribution to shareholder dialogue, decided not to approve this resolution, considering that he did not possess the relevant background and skills required to exercise the functions of director of a listed international technology group such as the Company.

In addition, the Board of Directors wishes to point out that the request made by Messrs. Cyrille Crocquevieille and Charles-André Normand to place a non-convertible bond issue on the agenda has not been accepted, since, under the terms of Article L.228-40 of the French Commercial Code

reproduced below, in the absence of a provision in the Articles of Association reserving this power to the General Meeting, it falls within the exclusive authority of the Board of Directors. In consequence, this draft resolution cannot be included in the agenda of the General Meeting.

V. Corporate affairs update

Claranova had a good first half in FY 2023-2024 (July-December 2023), with revenue of €301m (+1% at constant exchange rates), driven by a strong second quarter, and despite the impact of unfavorable exchange rate fluctuations (-4% at actual exchange rates).

The positive momentum of the Avanquest and myDevices businesses at the beginning of the year has remained on track, resulting in growth in the first half of 14% and 78% respectively compared with H1 2022-2023. PlanetArt, in line with Q1, reported revenue of €235m, down 3% (-8% at actual exchange rates), but without entailing concessions on acquisition costs. This half-year performance highlights the Group's decision to maintain its focus on profitability. As a result, higher-margin revenue generated by the PlanetArt division and continued growth by the activities of Avanquest and myDevices are expected to contribute to a significant increase in Claranova's EBITDA of more than 50% for the first half compared with the same period of FY 2022-2023” commented Pierre Cesarini, CEO of Claranova. In accordance with its financial communications calendar, the Company will report on its performance for H1 2023-2024 on March 20, in advance of the General Meeting.

Appendix 1 - Letter from Cyrille Crocquevieille dated March 5, 2024

Monsieur CROCQUEVIEILLE Cyrille

35B Route de Creully

14610 CAIRON

CLARANOVA

M. Le Président du Conseil d'Administration

Le 04/03/2024 à Cairon.

Objet : Dépôt de résolutions et candidature au poste de membre du Conseil d'Administration.

Par la présente, je vous prie de bien vouloir inscrire les résolutions suivantes à l'ordre du jour :

- Révocation de Francis MESTON du conseil d'administration
- Révocation de Roger BLOXBERG du conseil d'administration

Concernant M Francis MESTON, l'absence de communication depuis sa nomination sur des sujets majeurs et primordiaux pour l'entreprise, la volonté des actionnaires, actée par le vote lors des dernières AGM demandant une évolution dans la gouvernance, n'ayant pas été respectée, tout ceci entraîne une perte de confiance qui n'est pas compatible avec la fonction occupée.

Concernant M Roger BLOXBERG, le caractère d'indépendance de M Roger BLOXBERG n'a jamais été d'actualité étant donné que le poste de directeur au sein de la filiale de CLARANOVA, PlanetArt implique que cette situation est de nature à créer un conflit d'intérêt et à altérer le jugement ainsi que les décisions de M Roger BLOXBERG dans l'exercice de son mandat d'administrateur (indépendant).

Voici le projet de texte des résolutions demandées ci-dessus :

- **A) Révocation de Monsieur Francis Meston en tant que membre du Conseil d'administration de Claranova**
- **B) Révocation de Monsieur Roger Bloxberg en tant que membre du Conseil d'administration de Claranova**

Merci également de prévoir une résolution, permettant d'émettre des obligations non convertibles, en vue de permettre à l'entreprise de pouvoir faire à ses obligations de remboursement de dettes ou de pouvoir envisager de potentielles acquisitions stratégiques.

Concernant ma candidature au CA :

Je connais et suis l'entreprise CLARANOVA depuis plusieurs années, en prenant des actions dans

cette entreprise. Depuis, j'ai eu le temps d'étudier les différentes étapes de sa croissance et son évolution.

Mes différentes actions au sein de l'association AdaNova, m'ont amenées à m'intéresser à la société de manière très approfondie, et à me positionner auprès des petits porteurs comme moi. Je cherche en effet à agir au maximum dans l'intérêt de la société et des actionnaires.

Ainsi, mon principal intérêt dans ma candidature, se situe dans la volonté d'aider au développement des différentes filiales de Claranova, avec les expériences que j'ai pu acquérir au fil des années en tant qu'actionnaire.

Représenter les petits actionnaires au sein du CA me semblerait être une marque d'ouverture et de confiance vis-à-vis de tous ceux qui ont aidé Claranova à être ce qu'elle est. Etre moi-même un petit actionnaire me permet d'être impartial et d'agir de manière totalement indépendante également.

Enfin, cette candidature vient d'une réelle envie de m'investir dans le travail des membres du conseil, qui s'est accentuée au fil des années durant lesquelles j'ai pu m'enrichir d'informations au sujet de la société et qui a chaque année accru mon envie de prendre part à la vie du conseil d'administration.

Vous trouverez ci-joint pour ce dépôt de résolution :

- Mon CV (biographie)
- Procuration et attestations de détention de titres de M Charles-André NORMAND
- Mon attestation de détention de titres
- Ma CNI

Voici le projet de texte de la résolution pour ma nomination :

- **C) Nomination de Monsieur Cyrille Crocquevieille en qualité d'administrateur du conseil d'administration de Claranova**

Veuillez recevoir, Monsieur le président du conseil, mes salutations distinguées.



Appendix 2 - Biographical information of Mr. Cyrille Crocquevieille, a candidate whose application to become a director of the Company was submitted by shareholders of the Company and not approved by the Board of Directors

Biographie de Cyrille CROCQUEVIEILLE

De formation comptable supérieure, je suis responsable comptable dans une ETI à forte renommée de la ville de Caen. Depuis plus de 35 ans, j'ai toujours été attiré par la gestion et le développement commercial des entreprises dans lesquelles j'ai exercé.

Mon intérêt pour les investissements s'est développé de manière autodidacte, depuis le milieu des années 90, en développant au fil du temps un intérêt accru pour les sociétés, leur développement et leur environnement.

En investissant dans l'action Claranova, j'ai cru très vite en cette entreprise.

Proche des petits actionnaires, je suis à l'initiation de l'association AdaNova, montée en 2017. Son but est de défendre leurs intérêts et de porter leurs voix au plus près de l'entreprise Claranova, en veillant à un juste partage de la valeur.

Présent à toutes les Assemblées générales depuis 2017, je m'efforce de satisfaire ceux qui m'ont fait confiance depuis le début. Proche des minoritaires, je cherche à soutenir l'entreprise Claranova, en laquelle je crois depuis le début, tout en cherchant à correspondre aux demandes des petits investisseurs dont je me sens proche.

Appendix 3 - Draft resolutions

DRAFT TEXT OF RESOLUTIONS AGM April 5, 2024

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION (*Approval of the revised "ex ante" compensation policy for the Company's 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 FY 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and the Board of Directors' report containing the revised compensation policy for the CEO for FY 2023-2024, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the revised compensation policy for the Company's CEO for FY 2023-2024, as presented in the Corporate Governance Report and the Board of Directors' report in Appendix 1.

SECOND RESOLUTION (*Approval of the revised "ex ante" compensation policy for the Company's 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 FY 2023-2024 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and the Board of Directors' report containing the revised compensation policy for the Deputy CEO for FY 2023-2024, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the revised compensation policy for FY 2023-2024 for the Company's Deputy CEO, as presented in Appendix 2 to the Board of Directors' report.

THIRD RESOLUTION (*Approval of the revised "ex ante" compensation policy for the Company's non-executive officers 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 FY 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and the Board of Directors' report containing the revised compensation policy for the Company's non-executive officers for the FY 2023-2024, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the revised compensation policy for FY 2023-2024 for the Company's non-executive officers, as presented in Appendix 3 to the Board of Directors' report.

FOURTH RESOLUTION (*Approval of the revised "ex ante" compensation policy for the Chairman of the Board of Directors 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 FY 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, and the Board of Directors' report containing the revised compensation policy for the Chairman of the Company's Board of Directors for FY 2023-2024, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for FY 2023-2024 for the Chairman of the Board of Directors of the Company, as presented in Appendix 4 to the Board of Directors' report.

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

FIFTH RESOLUTION (*Authorization to be given to the Board of Directors, in accordance with Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 of the French Commercial Code, to grant existing or future performance shares to the Deputy CEO without consideration, with shareholders waiving their preferential subscription rights*)

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

having considered (i) the report of the Board of Directors and (ii) the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 *et seq.* of the French Commercial Code:

authorizes the Board of Directors to proceed with restricted 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 deems appropriate, to the Deputy CEO, subject to the achievement of performance targets;

resolves that the total number of new or existing performance shares granted for no consideration under this authorization may not exceed (i) 0.15% of the total number of shares comprising the Company's share capital until June 30, 2024 and (ii) a total of 0, 2% of the total number of shares comprising the Company's share capital for the duration of the authorization (including the 0.15% and any grants made pursuant to the sixth resolution), it being specified that the total number of shares referred to above will be determined each time the present authorization is used by the Board of Directors, in relation to the share capital existing at that date and that this amount will be deducted from the maximum limit set forth in the sixth resolution, the seventh resolution and the aggregate maximum limit set forth in the eighteenth resolution.

resolves that the Board of Directors will set the criteria for grants of these performance shares without consideration in accordance with the “*ex ante*” compensation policy for FY 2023-2024 submitted for approval at the General Meeting;

resolves that these performance shares will become fully vested on the basis of conditions of presence and performance in accordance with the “*ex ante*” compensation policy for FY 2023/2024 submitted for approval at the General Meeting;

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 all performance shares granted without consideration will become fully vested at the end of a minimum period of three years, subject to the obligation to retain a percentage of the shares set by the Board of Directors, which the beneficiary will be required to hold in registered form as long as he or she remains with the Company.

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, including in the event of the occurrence of such disability during the vesting period, the shares may be definitively granted before the end of the vesting period and shall be freely transferable upon their delivery;

resolves 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 performance share grants during the vesting period; and

duly notes that in the event of an award of new performance shares, this authorization will entail, as and when the said shares become fully vested, a capital increase by capitalization of reserves, profits or additional paid-in capital in favor of the beneficiary of said performance shares and a corresponding waiver by the shareholders of their preferential subscription rights with respect to the said shares in favor of the performance share beneficiary.

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 performance shares granted represent shares to be issued and/or existing shares, and to modify its choice before the definitive allotment of said shares;
- provide, as applicable, for the possibility of deferring the dates for the definitive allotment of the performance shares;
- record the vesting dates and the dates from which the performance shares may be freely transferred;
- make any adjustments to the number of restricted stock units granted during the vesting period that may be necessary to preserve the rights of beneficiaries, it being specified that performance 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 performance shares, deduct, where appropriate, from the reserves, profits or issue premiums, the sums required to pay up the shares, 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.

SIXTH RESOLUTION *(Authorization to be given to the Board of Directors, in accordance with the provisions of Article L. 22-10-60 1° of the French Commercial Code, to grant restricted stock units (gratuite d'actions) under the conditions set out in Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 of the French Commercial Code, with shareholders waiving their preferential subscription rights)*

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

having considered (i) the report of the Board of Directors and (ii) the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 *et seq.* of the French Commercial Code:

authorizes the Board of Directors, in accordance with Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 of the French Commercial Code and Article L. 22-10-60 of the French Commercial Code, to grant restricted stock units conferring entitlement to existing or future shares of the Company;

resolves that the total number of new or existing shares or shares to be issued under this authorization may not represent more than 0.2% of the Company's share capital on the date of the Board of Directors' decision to grant said units, with the proviso that this amount will be deducted from the maximum limit set forth in the fifth resolution, the seventh resolution and the aggregate maximum limit set forth in the eighteenth resolution;

resolves that the Board of Directors will set the criteria for these restricted stock unit awards and determine the list or categories of beneficiaries as well as the number of restricted 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 Group;

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 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 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 stock units during the vesting period; and

duly notes that in the event of an award of restricted 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 stock units granted represent shares to be issued and/or existing shares;
- determine the list or categories of beneficiaries of the shares;
- set the conditions and, if necessary, the criteria for granting shares, in particular the length of the vesting period and the length of the holding period required of each beneficiary;
- provide for the possibility of temporarily suspending allotment rights;
- record the final vesting dates and the dates from which the shares may be freely transferred, subject to any restrictions imposed by law;
- make any adjustments to the number of shares awarded during the vesting period that may be necessary to preserve the rights of beneficiaries;
- 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; and generally
- take all useful measures and conclude all agreements to properly complete the proposed grants.

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

SEVENTH RESOLUTION (*Authorization to be given to the Board of Directors, in accordance with the provisions of article L. 22-10-60, 2° of the French Commercial Code, to grant options, under the conditions set*

out in articles L. 225-129 et seq., L. 225-177 to 225-186 and L. 22-10-56 to L. 22-10-58 and L. 22-10-60 of the French Commercial Code, for the benefit of all employees of the Company and at least 90% of the employees of its subsidiaries as defined in Article L. 233-1 of the French Commercial Code and governed by Article L. 210-3 of the same Code, with shareholders waiving their 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,

in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 225-177 to L. 225-186-1 and L. 22-10-56 to L. 22-10-58 and L. 22-10-60 of the French Commercial Code,

authorizes the Board of Directors, for a period of thirty-eight (38) months, to grant, in accordance with the conditions set out in Articles L. 225-129 *et seq.*, L. 225-177 to 225-186-1 and L. 22-10-56 to L. 22-10-58 and L. 22-10-60, 2° of the French Commercial Code, options giving a right to subscribe for new ordinary shares in the Company, representing, to the fullest extent authorized by applicable regulations, up to 0.2% of the Company's share capital, for the benefit of all its employees and at least 90% of all the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and falling within the scope of Article L. 210-3 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 regulation;

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 any capital increases carried out under this authorization will be deducted from the 0.2% limit provided for under the fifth resolution.

EIGHTH RESOLUTION *(Delegation of authority to be given 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 Company and/or any subsidiary, maintaining the preferential subscription 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 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 delegation of authority 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 aggregate maximum limit for capital increases provided for under eighteenth 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 €100,000,000 (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 aggregate maximum limit provided for in the eighteenth 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 subject to reduction (*à titre réductible*) those shares not subscribed to on an irreducible basis (*à titre irréductible*) to shareholders having subscribed to a greater number of shares to which they were entitled on a preferential basis, in proportion to their subscription rights and within the limit of their demand;
- in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions on an irreducible basis for new shares, and as the case may be, for excess shares subject to reduction, 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 price of the securities giving access to the Company's capital will be such that the amount received immediately, plus any amount that may be received in the future, shall be at least equal to the par value of each ordinary share of the Company issued under this authorization;

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 and duly notes 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 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 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.

NINTH 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 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*)

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 monetary units 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 €18,000,000 (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 aggregate maximum limit for capital increases provided for under the eighteenth 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 €100,000,000 (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 under the aggregate maximum limit provided for under the eighteenth 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 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 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 twelfth resolution;

resolves that the offering(s), decided by virtue of this resolution, may be included, as part of 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 pursuant to the eleventh 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 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.

TENTH 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 €100,000,000 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 eighteenth 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.

ELEVENTH 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 number of investors (“cercle restreint d’investisseurs”))*

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 € 18,000,000, 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 aggregate maximum limit for capital increases provided for under eighteenth 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 €100,000,000 (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 aggregate maximum limit provided for in the eighteenth 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 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 twelfth 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 ninth 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 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.

TWELFTH 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 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 ninth, tenth and eleventh 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 10%, 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 ninth, tenth and eleventh resolutions above;

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;

THIRTEENTH 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 equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of individuals)*

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 in cash, 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 €18,000,000 (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 aggregate maximum limit for capital increases provided for under eighteenth 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 €100,000,000 (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 aggregate maximum limit provided for in the eighteenth resolution;

resolve 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 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 10%;
- 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 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 performing 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.

FOURTEENTH 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,

Subject to the adoption of the eighth, ninth, eleventh, twelfth, thirteenth and/or sixteenth resolutions.

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

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 for each issue carried out under the eighth, ninth, eleventh, twelfth, thirteenth and/or sixteenth resolutions 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 aggregate maximum limit provided for by the eighteenth 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;

FIFTEENTH 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,

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;

decides that the maximum nominal amount of capital increases carried out under this authorization may not exceed 10% of the Company's share capital (as existing on the date of the transaction), whereby this percentage applies to an amount of share capital adjusted to reflect transactions affecting it subsequent to this General Meeting; decide that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, under this authorization shall be €18,000,000 (or the equivalent of this amount in the event of an issue in another currency), it being 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 aggregate maximum limit for capital increases provided for under eighteenth 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 €100,000,000 (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 aggregate maximum limit provided for in the eighteenth 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 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.

SIXTEENTH RESOLUTION (*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*)

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. 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 €18,000,000 (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 aggregate maximum limit for capital increases provided for under eighteenth 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 €100,000,000 (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 aggregate maximum limit provided for in the eighteenth resolution;

duly notes 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 or 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.

SEVENTEENTH RESOLUTION (*Delegation of authority to the Board of Directors to issue, on one or more occasions, share warrants giving entitlement to subscribe for new ordinary shares in the Company, with shareholders' preferential subscription rights waived, for the benefit of specified categories of persons*)

The General Meeting, voting in accordance with quorum and majority rules for extraordinary general meetings, having considered the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 and L. 228-92 of the French Commercial Code,

resolves to delegate to the Board of Directors the authority to decide to issue, on one or more occasions, share subscription warrants (*bons de souscription d'action* or "**BSAs**"), it being specified that the total number of warrants issued pursuant to this resolution may not confer a right to subscribe for more than 0.5% of the total number of shares comprising the share capital at the time the Board of Directors makes use of this delegation,

resolves to cancel shareholders' preferential subscription rights and reserve the subscription for said warrants in favor of the following individuals or legal entities:

- members or non-voting members (observers) of the Board of Directors of the Company in office at the date of issue of the warrants,

resolves to set the terms and conditions for the issue of said warrants as follows:

Amount authorized by the Board of Directors	The total number of share warrants issued under this authorization may not confer a right to subscribe for a total number of shares exceeding 0.5% of the number of shares comprising the share capital at the time the Board of Directors makes use of this authorization (it being noted that any share warrants issued by the Board of Directors under this authorization that lapse and/or are unsubscribed will be deducted from the maximum number of share warrants to be issued under this authorization).
Duration of the Board of Directors' authorization	This authorization is granted for a period of 18 months from the date of the General Meeting, and entails the express waiver by shareholders of their preferential subscription rights to shares to be issued upon exercise of the warrants, in favor of the warrant beneficiaries, in accordance with the provisions of Article L. 225-132 paragraph 6 of the French Commercial Code. It will be implemented in accordance with the terms and conditions provided for by the law and regulations in force on the date the warrants are issued.
Beneficiaries	The share warrants will be issued, on one or more occasions, by the Board of Directors, to the categories of persons referred to above.
Nature of shares resulting from the exercise of warrants	Each warrant shall entitle the holder to subscribe for one share in the Company in connection with a capital increase subject to the conditions provided for by law. The new shares issued on exercise of the warrants will consist of ordinary shares, immediately fungible and rank <i>pari passu</i> with the existing shares and subject to all the provisions of the Articles of Association. As such these new shares will carry dividend rights.

BSA share warrant subscription price and recourse to an appraisal expert	The purchase price of the warrants will be set by the Board of Directors on the basis of the report of an independent appraiser appointed by the Board of Directors.
BSA exercise price	The subscription price of the underlying ordinary shares will be set by the Board of Directors and at least equal to the weighted average closing price of the Company's shares over the twenty (20) consecutive trading days preceding the decision to issue the warrants.
Warrant exercise period	The exercise period of the warrants will be freely determined by the Board of Directors at the time of each warrant issue, subject to a maximum period of ten (10) years following the date of issue, after which the warrants will automatically lapse.

duly notes and resolves, insofar as is necessary, that this authorization entails the express waiver by shareholders of their preferential subscription rights to the shares to be issued as the warrants are exercised, in favor of the warrant beneficiaries;

resolves that the nominal amount of capital increases carried out under this delegation of authority will be included within the aggregate maximum limit for capital increases provided for under the eighteenth resolution;

resolves to give full powers to the Board of Directors to implement this authorization, and in particular, without this list being exhaustive, to:

- determine the names of the beneficiaries under the general authorization provided for above from among the specified categories of persons and the allocation of the warrants among them,
- set the warrant subscription and exercise prices,
- set the warrant subscription period,
- set the conditions according to which the price and number of shares may be adjusted in the event of one of the corporate actions referred to in Article L. 228-98 of the French Commercial Code,
- set the terms and conditions for exercising the warrants, in particular the exercise period and dates, the terms and conditions for paying up shares subscribed on exercise of the warrants, and their dividend entitlement date, including retroactively,
- provide, if it sees appropriate, for the possibility of temporarily suspending the exercise of the warrants in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code,
- provide, if it sees appropriate, for the treatment of unexercised warrants if the Company is taken over by another company,
- comply with all disclosure requirements and, in particular, draw up and, if necessary, amend the terms and conditions and/or the warrant issuance agreement and ensure its distribution to each warrant beneficiary,
- manage the warrants within the limits of the provisions of the law and, in particular, take all necessary disclosure measures and, where applicable, amend the terms and conditions and/or the warrant plan and ensure their distribution to each of the warrant beneficiaries, subject to the provisions falling within the remit of the General Meeting and make all necessary or appropriate decisions in connection with the management of the warrant plan,

- perform or arrange for the performance of any actions and formalities that may arise from the implementation of this authorization, amend the Articles of Association and more generally do whatever is necessary,
- collect, if necessary, requests to exercise warrants and create and issue the number of new ordinary shares equal to the number of warrants exercised,
- record, if applicable at any time during the current financial year, and no later than at the first meeting following the close of the financial year in question, the number and par value of shares thus created and issued on exercise of the warrants, and formally record the resulting capital increase,
- make the necessary modifications to the clauses of the Articles of Association relating to the amount of the Company's share capital and the corresponding number of shares, and carry out the formalities relating to the corresponding capital increases,
- at its sole discretion, and if it deems it appropriate, charge the costs of capital increases to the share premium account and deduct from this amount the amounts required to increase the legal reserve to one-tenth of the new share capital after each increase,
- more generally, enter into any and all agreements and take any and all measures to complete any and all formalities that may be useful in connection with the issue of the share warrants;

resolves that the Board of Directors will report to the General Meeting, in accordance with applicable regulations as well as in a special report containing all disclosures required under articles R. 225-115 and R. 22-10-31 of the French Commercial Code, on the final terms and conditions of the transaction in accordance with the authorization granted to it;

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;

This authorization is granted for a period of eighteen (18) months from the date of this General Meeting.

EIGHTEENTH 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 the delegation of authority granted under the terms of the eighth resolution is set at €50,000,000 (or the equivalent thereof in another currency or monetary unit calculated in reference to multiple currencies on the issue date), 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 capital increases that may be carried out pursuant to the delegations of authority granted under the fifth, sixth, seventh, ninth, eleventh, thirteenth, fourteenth, fifteenth, sixteenth, seventeenth and nineteenth resolutions is set at €18,000,000 (or the equivalent thereof in another currency or monetary unit calculated in reference to multiple currencies on the issue date), 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 value of debt securities that may be issued under the delegations of authority granted in the eighth to eleventh, thirteenth, fifteenth and sixteenth resolutions above is €100,000,000 (or the equivalent value of such amount in the event of issue in another currency).

NINETEENTH 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,

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 eighteenth 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 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;
- setting the terms, conditions and methods, including the dates, of issues;
- determining the conditions, and in particular the length of service to qualify as beneficiaries of the capital increases;
- determining the number and characteristics of securities that will be issued pursuant to this resolution;
- setting the date of record for entitlement to dividends, that may be retroactive, of securities issued pursuant to this resolution;
- 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.

TWENTIETH RESOLUTION (Modification of Article 15 of the Company's Articles of Association to allow the Board of Directors to be called by the Vice-Chair of the Board of Directors and to abolish the casting vote of the Chairman of the Board of Directors).

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, after considering the Board of Directors' report, resolves to amend Article 15 of the Company's Articles of Association, which will henceforth read as follows:

“Article 15. PROCEEDINGS OF THE BOARD OF DIRECTORS

*The Board of Directors shall meet as often as the interests of the Company dictate, and at least every three (3) months, when convened by the of the Chair **or the Vice-Chair**, either at the registered office, or in any other place indicated for this purpose, and shall address all matters set forth in the agenda by the Chair.*

*If the Board of Directors has not met in more than two months, a meeting may be requested by a quorum of at least one-third of its members to be convened by the Chair **or the Vice-Chair**, to consider a specific agenda.*

*The CEO may also ask the Chair **or the Vice-Chair** to call a meeting of the Board of Directors to consider a specific agenda.*

*The Chair **and Vice-Chair** are bound by requests made to them under the two preceding paragraphs.*

*Board meetings are called by letter or by any other means. The meeting may also be called orally and without delay if all directors agree, or if the Board is convened by the Chair **or the Vice-Chair** during a General Meeting.*

Any director may grant a proxy to another director by any means to represent him/her at a Board meeting though no director may be given more than one proxy to represent another director.

In accordance with the provisions of the law and regulations, the rules of procedure of the Board may stipulate that, for the purposes of calculating the quorum and majority, directors who participate in meetings by means of videoconferencing, telecommunications or another form of remote communications are deemed present. However, this provision shall not apply to decisions concerning the approval of the annual and consolidated financial statements and the preparation of the management report and the Group management report.

Proceedings of the Board of Directors are valid only if at least half the members are present or represented.

Decisions are adopted by the meeting by a vote of a majority of members present and/or represented.

~~In the event of a tie, the Chair shall have the casting vote.~~

The Board of Directors may also adopt by written consultation of the directors certain decisions falling within its remit in accordance with applicable laws and regulations.

In the case of written consultation, the Chair or the Vice-Chair of the Board of Directors must send, by all means including electronic transmission, to each director and, as well as, as applicable, the statutory auditors and, as the case may be, the representatives of the Social and Economic Committee, all documents necessary to make decisions regarding all matters included on the agenda.

Directors will benefit from a period defined in the documents to issue their vote and communicate their observations to the Chair; by all written means, including transmission by electronic means.

Any director not responding within the allotted deadline given to respond (if not specified in the documents, the period will be eight (5) days from the date the documents were sent) shall be considered to have abstained.

Meetings of the Board of Directors conducted by means of written consultation will be valid only if at least half its members have responded within the deadline indicated above.

Decisions are rendered on the basis of a majority of votes of members having responded, with each member having one vote.

A record of attendance is signed by the directors participating in the Board meeting, and which, as applicable, shall mention the name of directors having participated in the proceedings by videoconferencing or other telecommunications means or having voted by mail.

The proceedings of the Board of Directors are recorded (including when through written consultation) by minutes recorded in a special register or numbered and initialed loose sheets, in accordance with the conditions required by Law, whereby these minutes shall be signed by the Chair of the meeting and at least one director. If the Chair of the meeting is prevented from attending the meeting, the minutes thereof are signed by at least two Directors.

Directors and any other persons called to attend meetings of the Board of Directors are bound by the obligation of discretion with regard to information of a confidential nature and indicated as such by the Chair or the Vice-Chair of the Board of Directors. "

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

Resolution A added at the request of a shareholder of the Company and not approved by the Board of Directors

RESOLUTION A *(Termination of Mr. Francis Meston's appointment as member of Claranova's Board of Directors)*

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

having considered the Board of Directors' report,

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

Resolution B added at the request of a shareholder of the Company and not approved by the Board of Directors

RESOLUTION B (Termination of Mr. Roger Bloxberg's appointment as member of Claranova's Board of Directors)

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

having considered the Board of Directors' report,

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

Resolution C added at the request of a shareholder of the Company and not approved by the Board of Directors

RESOLUTION C (*Appointment of Mr. Cyrille Crocquevieille as Director*)

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

having considered the Board of Directors' report,

decides to appoint Mr. Cyrille Crocquevieille as Director as of today, for a term of four (4) years, i.e. until the end of the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2028.

TWENTY-FIRST 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.

Appendix 4 -Compensation policy for the Chief Executive Officer for FY 2023-2024

3.3.1.3 Compensation policy for the Chief Executive Officer for FY 2023-2024

The components of compensation and benefits of all kinds that may be granted to the Chief Executive Officer (*Directeur Général*) mainly take into account the level of responsibility associated with his duties, his level of expertise and Claranova Group's economic and financial performance.

As described in section 3.3.1.1.6 of the FY 2022-2023 Universal Reference Document, the Board of Directors reserves the right, in compliance with legal requirements, to provide for exceptional derogations to the compensation policy approved by the General Meeting.

The payment of the variable and exceptional components of compensation provided for in the revised compensation policy for the Chief Executive Officer will be conditional on the approval by the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2024, of the components of compensation and benefits of any kind to be paid in or granted for FY 2023-2024 to the Chief Executive Officer under the conditions provided for in Article L. 225-10-34 of the French Commercial Code.

As of the date of this document, Pierre Cesarini is Chief Executive Officer of the Company.

On the recommendation of the Compensation and Nominations Committee, on February 20, 2024, the Board of Directors approved the revised FY 2023-2024 *ex ante* compensation policy for the Chief Executive Officer as follows:

Compensation and benefits of all kinds granted to the Chief Executive Officer for his duties	
Compensation components	
Fixed compensation (including impatriation bonus)	€576,500 ¹ .
Variable compensation	€430,000 up to a maximum of €559,000
Exceptional compensation	None, subject to the Board of Directors' right to derogate set out in section 3.3.1.1.6 of the FY 2022-2023 Universal Reference Document.
Exceptional bonus	None.
Compensation as a member of the Board of Directors	€12,109.38.
Supplementary pension plan	None.
Other benefits (including benefits in kind)	€100,000
Share-based payments	None.
Commitments of any kind that may become due as a result of commencement, termination or changes of duties	See paragraph 3.3.2.2 of the FY 2022-2023 Universal Registration Document
Compensation as member of the Claranova Development management committee	€55,000

In accordance with the provisions of Articles L 22-10-8 I and R 22-10-14 II 5 of the French Commercial Code, it is reminded that in January 2019, Claranova SE entered into a service agreement with its Luxembourg subsidiary, Claranova Development SARL, the Group's international development company. In this capacity, he is employed as Chief Operating Officer of Claranova Development SARL.

- Reimbursement of business expenses (travel, accommodations, entertainment and other reasonable expenses incurred in the interest of the Company and relating to the performance of the employment contract) upon presentation of expense vouchers;

¹ This fixed compensation under his employment contract may be adjusted by the local Luxembourg authorities in accordance with the applicable legislation on indexation criteria, resulting in a subsequent adjustment of the total amount of fixed compensation.

- Benefits in kind consist of recurring expenses and charges arising from expatriation (Luxembourg housing costs, travel and vehicle expenses) on presentation of supporting invoices;
- A lump-sum allowance, known as an impatriation bonus, to cover the difference in the cost of living between the Grand Duchy of Luxembourg and France, integrated into the fixed salary;
- Supplemental health insurance plan;
- Unemployment insurance policy to cover the risk of involuntary loss of employment corresponding to the coverage that would have been provided in France under the unemployment insurance policy for entrepreneurs and company executives (*Garantie Sociale des chefs et dirigeants d'entreprise en France* or GSC) over a period of 18 months with substitution by the company in the absence insurance coverage.
- A non-competition payment equal to 100% of the gross, fixed and variable compensation and any other financial advantage received in the 12 months prior to the termination of his employment contract, not including paid leave in the event of termination for a period of 12 months following the termination of the employment contract; and
- A severance payment amounting to the gross, fixed and variable compensation and any other financial advantage received in the 12 months prior to the termination of his employment contract, not including paid leave in the event of termination of his employment contract by the Company. The severance payment is not payable in the event of serious or gross misconduct by Pierre Cesarini, or if he resigns or breaches his employment contract or changes jobs within the Group. The severance payment is subject to a condition of performance linked to the Group's rate of growth.
- The fixed salary is in line with industry and country practice, and does not exceed the median of the peer group (€613,000) derived from the Boyden study referred to in Section 3.3.1.1.1 of the Company's FY 2022-2023 Universal Registration Document.
- Variable compensation does not exceed 300% of fixed compensation. The criteria underpinning the grant of this variable compensation align Pierre Cesarini's interests with those of the Group as they are based on the following objectives, the attainment of which attests to growth performances and an improvement in the Group's financial position. To reinforce its commitment to CSR, 10% of the variable compensation paid to the Chief Executive Officer now includes ESG criteria. These objectives are broken down as follows:

Financial quantitative targets (60%)

- 10% based on Group revenue; target: €495 million at constant consolidation scope and exchange rates.
- 20% based on EBITDA (normalized); target: €45 million.
- 20% based on *Free Cash Flow* (Cash flow from operations) as presented in the company's financial disclosures, (Chapter 2, Article 2.3, Consolidated cash flow statement); target: €25 million
- 10% based on share price performance (average of last 30 trading days); target €3.

Non-financial quantitative targets (40%)

- 30% based on the Group's debt restructuring objective (extension of the maturity of OCEANE debt by 4 years or more: completion = 100%; non-completion 0%)
- 5% ESG Criteria #1: implementation of the Group ESG Policy
- 5% ESG criterion #2: improvement in the Finance ESG rating to above 34/100

Quantitative goals are considered as targets. The target allows for the allocation of 100% of the compensation provided for this criterion. If a quantitative target is not met or exceeded, the weighting will be adjusted proportionately so that the amount may range from 0% to 130% of the target. The weighting interval is] 90%; 110% [; below 90% the criterion = 0; at 90% it is 70%; at 110% it is 130%; with linear interpolation within the range. For the share price, a minimum low of €1.50 (the price at the time this document was drawn up), a target of 2x, i.e. €3, and a high price range of 3x, i.e. €4.50.

Performance for this purpose is assessed by the Appointments and Compensation Committee and by the Board of Directors.

The variable compensation for FY 2023-2024 may only be paid in FY 2024-2025 fiscal year, after approval by the General Meeting of Claranova SE. This variable compensation may, if necessary, be paid in part in the form

of a synthetic instrument that does not include Claranova SE securities, in accordance with the regulations applicable to the Pierre Cesarini's employment contract with Claranova Development SARL. This synthetic instrument would consist of options issued at the level of Claranova Development SARL, whose sole purpose would be to provide for the payment of any variable compensation that might be granted by Claranova SE. This means that the options would be considered solely as a payment method for variable compensation, which in any case would only be paid from the date of and subject to approval of the CEO's variable compensation by Claranova's General Meeting in accordance with the "ex post" vote of the shareholders:

The current structure of Pierre Cesarini's compensation from the subsidiary Claranova Development SARL may be adjusted in FY 2023-2024, whereby it is understood that the new structure must represent an equivalent cost for the Group.

- In addition, as part of the Group's reorganization around Claranova Development, on September 20, 2023, the Board of Directors duly noted that Pierre Cesarini would receive a fixed annual compensation of €55,000 (excl. tax) for his functions as a member of the Claranova Development management committee.
- It should also be noted that, prior to the General Meeting of November 29, 2023, all regulated agreements between any company affiliated to Pierre Cesarini were terminated.

Appendix 5 -Compensation policy for the Deputy CEO for FY 2023-2024

3.3.1.4 Compensation policy for the Deputy Chief Executive Officer for FY 2023-2024

The components of compensation and benefits of all kinds that may be granted to the Deputy CEO (*Directeur Général Délégué*) mainly take into account the level of responsibility associated with his duties, his level of expertise and Claranova Group's economic and financial performance.

Pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Deputy CEO for FY 2023-2024 will be submitted for approval to the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2023. As described in Section 3.3.1.1.6 of the FY 2022-20223 Universal Reference Document, the Board of Directors reserves the right, in compliance with legal requirements, to provide for exceptional derogations to the compensation policy approved by the General Meeting.

The payment of the variable and exceptional components of compensation of the compensation policy for the Deputy CEO will be conditional on the approval by the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2024, of the components of compensation and benefits of any kind to be paid in or granted for FY 2023-2024 to the Deputy CEO under the conditions provided for in Article L. 22-10-34 of the French Commercial Code.

It is specified that, the Board of Directors reserves the right to grant any Deputy CEO newly appointed in FY 2023-2024 a fixed amount (in cash and/or shares) which cannot exceed the amount of benefits that the new executive waived on leaving his/her previous position.

Compensation and benefits of all kinds granted to the Deputy CEO for his duties	
Compensation components	
Fixed compensation	Gross fixed annual compensation of €300,000 for the period.
Variable compensation	<p>Variable compensation of €200,000, and up to €260,000 should targets be exceeded, providing an incentive to meet the annual objectives set by the Board of Directors.</p> <p>The quantitative and qualitative items are identical to those applicable to the Chief Executive Officer.</p> <p>The criteria underpinning the grant of this variable compensation aligning interests of the Deputy Chief Executive Officer (<i>Directeur Général Délégué</i>) with those of the Company as they are based on financial objectives described below, the attainment of which attests to growth performances and an improvement in the Group's financial position, thereby contributing to the objectives of the compensation policy. To reinforce its commitment to CSR, 15% of the variable compensation paid to executive officers now includes ESG criteria. These objectives are broken down as follows:</p> <p>Financial quantitative targets (60%)</p> <ul style="list-style-type: none"> ● 10% based on Group revenue; target: €495 million at constant consolidation scope and exchange rates. ● 20% based on EBITDA (normalized); target : €45 million. ● 20% based on <i>Free Cash Flow</i> (Cash flow from operations) as presented in the company's financial disclosures, (FY 2022-2023 Universal Registration Document, Chapter 2, Article 2.3 Consolidated cash flow statement); target : €25 million ● 10% based on share price performance (average of last 30 trading days); target €3. <p>Non-financial quantitative targets (40%)</p> <ul style="list-style-type: none"> ● 30% based on the Group's debt restructuring objective (extension of the maturity of OCEANE debt by 4 years or more: completion = 100%; non-completion 0%)

	<ul style="list-style-type: none"> ● 5% ESG Criteria #1: implementation of the Group ESG Policy ● 5% ESG criterion #2: improvement in the Finance ESG rating to above 34/100 <p>Quantitative goals are considered as targets. The target allows for the allocation of 100% of the compensation provided for this criterion. If a quantitative target is not met or exceeded, the weighting will be adjusted proportionately so that the amount may range from 0% to 130% of the target. The weighting interval is] 90%; 110% [; below 90% the criterion = 0; at 90% it is 70%; at 110% it is 130%; with linear interpolation within the range. For the share price, a minimum low of €1.50 (the price at the time this document was drawn up), a target of 2x, i.e. €3, and a high price range of 3x, i.e. €4.50.</p> <p>Performance for this purpose is assessed by the Appointments and Compensation Committee and by the Board of Directors.</p> <p>The variable compensation for FY 2023-2024 may only be paid in FY 2024-2025 fiscal year, after approval by the General Meeting of Claranova SE.</p>
Exceptional compensation	None, subject to the Board of Directors' right to derogate set out in section 3.3.1.1.6 of the FY 2022-2023 Universal Reference Document.
Exceptional bonus	None.
Supplementary pension plan	No supplementary pension plan other than mandatory complementary pension plans in place for the Company's managers.
Benefits in kind	Company vehicle.
Share-based payments	None.
Commitments of any kind that may become due as a result of commencement, termination or changes of duties	Unemployment insurance policy for entrepreneurs and company executives (GSC) including a compensation in the amount of 70% of the annual net taxable income and a period of benefits extended to 24 months at the end of the first year of effective affiliation (see Section 3.3.2.2 of the FY 2022-2023 Universal Registration Document).. The unemployment insurance contract covers a period of 18 months and is replaced by the company for the period not covered by the GSC.
Compensation as member of the Claranova Development management committee	€55,000
Long-term compensation	85,810 performance shares, as described below.

In addition, in accordance with the decisions of the Board of Directors on September 20, 2023, as part of the Group's reorganization centered around Claranova Development, Xavier Rojo was appointed co-manager of this latter company. Xavier Rojo is the beneficiary of fixed annual compensation of €55,000 (excl. tax) in his capacity as co-manager of Claranova Development.

Long-term compensation of the Deputy CEO for FY 2023-2024

- Nature: free performance shares
- Percentage of share capital: maximum (i) 0.15% of the total number of shares making up the Company's share capital until June 30, 2024 and (ii) a total of 0.2% of the total number of shares making up the Company's share capital, for the duration of the authorization (whereby this ceiling applies to all restricted stock unit grants or *actions gratuites*).

- Total number of shares attributable with respect to the fiscal year ending June 30, 2024 : 85,810 (or €214,525 based on a theoretical share price of €2.50 and 0.15% of share capital)
- Additional grants may be made up to a maximum of 2% of the share capital,
- Performance conditions applicable as from the fiscal year beginning July1, 2024 :
 - Demanding performance criteria: Share price qualification criteria: the share price must exceed €5 at each annual vesting period; ESG (EthiFinance rating > 60/100); Achieve the minimum target level for annual Free Cash Flow.
 - 3-year period to be fully vested
 - Condition of presence in the company except in the event of forced departure (redundancy, retirement, illness) or a liquidity event.
Variable portion (ST+LT) \leq 300% of fixed salary
- Condition of presence in the company. In the event of:
 - i. **voluntary departure** (resignation), the performance shares granted to the Deputy CEO but not yet vested would **lapse** without being prorated.
 - ii. **voluntary departure** from the Company **with appointment/retention to a non-executive position** in a subsidiary or holding company, performance **shares** granted but not yet vested would become **lapse** without being prorated.
 - iii. **forced departure** (redundancy, non-renewal of office), performance shares granted **but not yet vested will be prorated..**
 - iv. **on retirement** performance shares granted but not yet vested will be prorated.
 - v. **change of functions resulting in the loss of an executive position,** performance shares granted but not yet vested will be prorated.
 - vi. a liquidity event, the performance shares granted to the Deputy CEO but not yet vested shall **lapse**, without being prorated.

In any event, the conditions of performance will continue to apply.

- Number of shares to be held in registered form until termination of office : 10%