

CLARANOVA S.E.

A European company (*Societas Europaea* or SE) with capital of €57,206,910

Registered office: Immeuble Adamas, 2 rue Berthelot, CS 80141

92414 Courbevoie Cedex

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

**SECOND CONVENING NOTICE
TO THE COMBINED GENERAL MEETING
(AVIS DE CONVOCATION)**

And addendum to the preliminary convening notice published in *Bulletin des Annonces Légales Obligatoires* No.°26 of Feb. 28, 2024

The shareholders of CLARANOVA S.E. (the "**Company**") are invited to attend to the Combined Annual Ordinary and Extraordinary General Meeting (the "**Combined General Meeting**") on Friday April 5, 2024, at 3 pm at 1, Parvis de la Défense, DESKEO La Défense - Grande Arche, Auditorium de la Grande Arche de la Défense, 92800 Puteaux, France in order to deliberate on the following agenda:

Agenda

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

1. Approval of the revised "ex ante" compensation policy for the Company's CEO for FY 2023-2024
2. Approval of the revised "ex ante" compensation policy for the Company's Deputy CEO for FY 2023-2024
3. Approval of the revised "ex ante" compensation policy for the Company's non-executive officers for FY 2023-2024
4. Approval of the revised "ex ante" compensation policy for the Chairman of the Board of Directors of the Company for FY 2023-2024

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY GENERAL MEETING

5. 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)
6. 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 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.
7. 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.
8. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities of the Company, any subsidiary and/or any other company affiliated thereto, maintaining the preferential subscription right
9. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities of the of the Company, any subsidiary and/or any other company affiliated thereto, with the cancellation of the preferential subscription right, through a public offering and with an option to grant a priority right
10. 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)
11. 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")

12. 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.
13. 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
14. 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
15. 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
16. 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
17. 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.
18. Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted
19. 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
20. 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.

RESOLUTIONS PRESENTED TO THE ORDINARY GENERAL MEETING

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

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

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

- B.** Termination of Mr. Roger Bloxberg's appointment as member of Claranova's Board of Directors

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

- C.** Appointment of Mr. Cyrille Crocquevieille as Director

21. Powers for formalities

Shareholders' attention is drawn to the fact that the agenda and draft resolutions presented in the preliminary convening notice published in the French publication for legal announcements (*Bulletin des Annonces Légales Obligatoires* or *BALO*) No. 26 of February 28, 2024 have been amended and completed in order to take into account certain adjustments decided by the Board of Directors on March 14, 2024 as well as the addition or amendment of certain resolutions submitted by certain shareholders. Based on the above, the draft resolutions to be submitted to the Annual General Meeting are those set out below.

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 **decides**, 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 225-186 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 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 under 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;

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, **decides** on whether such issues will be subordinated or not, fix their interest rates and the conditions of payment of the interest, their duration that can be limited or unlimited, the fixed or variable redemption price with or without premium, the methods of redemption according, in particular, to market conditions and the conditions under which these securities shall give the right to shares of Company and, during the term of the securities concerned, amend the terms referred to above, in compliance with applicable formalities;

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

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

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

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 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 in 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, **decides** 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
- 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, after considering 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 under 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, decides 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 with the provisions of 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 either in cash or notably by offset against certain, due and payable claims upon subscription;

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €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 under the aggregate maximum limit provided for in the eighteenth resolution ;

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

- any company incorporated in France or in another country that, individually or jointly with its subsidiaries, has a business similar or complementary to one of the businesses representing at least 10% of the Company's consolidated revenue;
- all natural persons or legal entities, including companies, trusts or investment funds or other investment vehicles regardless of their form, established under French or foreign law, regularly investing in small cap or mid-cap growth companies (i.e. companies with market capitalizations not exceeding €1 billion) or having invested more than €2.5 million over a period of 36 months preceding the issue in question, in the technology sector;
- any qualified investor as defined by French or European regulations, as well as any individual or legal entity (including, without limitation, any investment fund or venture capital company, and in particular any FPCI, FCPI or FIP) investing on a regular basis in companies operating in the digital technology sector, or having invested more than €500,000 over the past 36 months;
- creditors, including where applicable any employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, holding liquid and payable claims on the Company who have expressed a desire to see their claim converted into Company

securities and for whom the Board of Directors deems it appropriate to settle the relevant claim by offset against remittance of Company securities, and

- any person having the status, or whose principal shareholder has the status, of employee or corporate officer of the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code, at the date of issue of shares or securities granting access to the Company's share capital.

duly notes 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,

decides 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;

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

resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority is set at €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 under 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, **approves** 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 under 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 to 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, tenth, 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 within the aggregate maximum limit 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;
 - o setting the terms, conditions and methods, including the dates, of issues;
 - o determining the conditions, and in particular the length of service to qualify as beneficiaries of the capital increases;
 - o determining the number and characteristics of securities that will be issued pursuant to this resolution;
 - o setting the date of record for entitlement to dividends, that may be retroactive, of securities issued pursuant to this resolution;
 - o setting the terms whereby the Company may, where applicable, buy back or exchange the securities issued pursuant to this resolution;
 - o suspending, where applicable, the exercise of the right to receive shares of the Company attached to securities in accordance with prevailing regulations;
 - o 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;
 - o 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;
 - o 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 shareholders 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 shareholders 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 Roger Bloxberg as a member of Claranova's Board of Directors with immediate effect.

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

RESOLUTION C (*Appointment of Mr. Cyrille Crocquevieuille 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 Crocquevieuille 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.

ADDITIONAL INFORMATION

A - Participation in the Meeting

Shareholder status

Shareholders may participate in the Combined General Meeting regardless of the number of shares they own, notwithstanding any provisions of the Company's articles of association to the contrary. Each shareholder is admitted upon proof of identity. Any shareholder may be represented by his or her spouse, partner in a civil union, by another shareholder or by any other individual or legal entity of their choice. Legal representatives of legally incompetent shareholders and individuals representing legal-entity shareholders may be required to justify their authority as representatives by producing a copy of the court decision or a certified excerpt of the decision of the partners or board having appointed them. In accordance with Article R. 22-10-28 of the French Commercial Code, participation in the Combined General Meeting is contingent on registration of the shares in the name of the shareholder or the registered intermediary acting on his or her behalf pursuant to Article L. 228-1 of the French Commercial Code, on the second (2nd) business day preceding the Combined General Meeting, i.e., April 3, 2024 midnight, Paris time, either in the registered securities account maintained by the company or the bearer share account maintained by the authorized intermediary.

Similarly, in accordance with Article R. 22-10-28 of the French Commercial Code, registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by a certificate of participation (*attestation de participation*) issued by the intermediary and attest to the mail or proxy voting forms, or to the request for an admission card established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. Only shareholders who meet the conditions set forth in Article R. 22-10-28 of the French Commercial Code at midnight, Paris time, on Wednesday April 3, 2024, will be entitled to attend the Meeting.

A certificate will also be issued to shareholders wishing to attend the Combined General Meeting in person who have not received their admission card by midnight, Paris time, on the third business day preceding the Combined General Meeting.

B - How to participate in the Combined General Meeting

CLARANOVA also offers its shareholders the possibility to vote online in advance of the Combined General Meeting through the secure VOTACCESS voting platform which is accessible:

- through the website of the shareholder services provider <https://www.actionnaire.cic-marketsolutions.eu> for shareholders holding their shares in registered form;
- or through the website of the securities account holder for shareholders holding their shares in bearer form. Only holders of bearer shares whose securities account holder is a member of the VOTACCESS system and offers this service to participate in this Meeting may access this website. The VOTACCESS platform to vote online for this Meeting will be accessible from March 20, 2024 until April 04, 2024 at 3:00 p.m. (Paris time). To avoid overloading the VOTACCESS voting platform, it is strongly recommended that shareholders do not wait until the day preceding the Meeting to communicate their instructions.

1. Attending the meeting in person:

Shareholders wishing to physically attend the General Meeting may request an admission card as follows:

1.1 Requesting the admission card by mail

For registered shareholders: requests for admission cards should be sent before March 30, 2024 to CIC Service Assemblées 6, Avenue de Provence 75452 Paris Cedex 09 or may be obtained in person directly on the day of the meeting; serviceproxy@cic.fr

- For bearer shareholders: ask the authorized intermediary who manages their securities account to send an admission card before March 30, 2024. Shareholders wishing to attend the Meeting should submit their request as soon as possible in order to receive the card in a timely manner.

1.2 Requesting an admission card online

Shareholders wishing to attend the Meeting in person may also request an admission card online in the following ways:

- for registered shareholders: on the secure VOTACCESS platform accessible through the website of the shareholder services provider <https://www.actionnaire.cic-marketsolutions.eu>. The shareholders will be able to connect with their shareholder ID and the login to be sent to them by mail prior to the General Meeting;
- for bearer shareholders: Holders of bearer shares must determine if the securities account holder is connected or not to the VOTACCESS voting platform and, as applicable, if this access is subject to specific conditions of use. If the securities account holder of the shareholder is connected to the VOTACCESS voting platform, the shareholder must log on to its web portal. After logging in with their usual access codes, shareholders must click on the voting icon that will appear on the line corresponding to their CLARANOVA shares and follow the indications given on the screen. The admission card will then be sent to the shareholders, according to their choice, by email or post.

2. Voting by mail or proxy:

2.1 Voting by mail or proxy through the post

Shareholders not attending the Meeting in person who wish to vote by mail or be represented by giving their proxy to the Chairman of the Meeting or to a representative may:

- for registered shareholders: return the form for voting by mail or proxy, which will be sent with the notice of meeting, to the following address CIC Service Assemblées 6, Avenue de Provence 75452 Paris Cedex 09; serviceproxy@cic.fr
- for bearer shareholders: request the form for voting by mail or proxy from the intermediary who manages their shares, as from the date of the Meeting notice. Once completed by the shareholder, this form should be returned to the securities account holder that will send it with a certificate of participation (*attestation de participation*) to CIC Service Assemblées 6, Avenue de Provence 75452 Paris Cedex 09.

In order to be taken into account, mail-in ballot forms must be received by CIC Service Assemblées 6, Avenue de Provence 75452 Paris Cedex 09 no later than three (3) days before the Meeting, i.e. by midnight, Paris time, on April 2, 2024.

Appointments or revocations of proxies made by mail must be received no later than three (3) calendar days before the date of the Meeting, i.e. by midnight, Paris time, on April 2, 2024.

It is specified that no form received by the Company after April 02, 2024, will be included in the votes of the Meeting.

As a reminder, to grant a proxy for voting, the shareholder must complete and sign the voting form, specifying his or her name, first name and address as well as those of the proxy.

2.1 Voting or appointing a proxy online

Shareholders may also send their voting instructions and appoint or revoke a proxy online before the General Meeting, through the VOTACCESS voting platform, under the conditions described below:

- for registered shareholders: on the secure VOTACCESS platform accessible through the website of the shareholder services provider <https://www.actionnaire.cic-marketsolutions.eu>. The shareholders will be able to connect with their shareholder ID and the login to be sent to them by mail prior to the General Meeting;
- for bearer shareholders: Holders of bearer shares must determine if the securities account holder is connected or not to the VOTACCESS voting platform and, as applicable, if this access is subject to specific conditions of use. If the securities account holder of the shareholder is connected to the VOTACCESS voting platform, the shareholder must log on to its web portal. After logging in with their usual access codes, shareholders must click on the voting icon that will appear on the line corresponding to their CLARANOVA shares and follow the indications given on the screen in order to access the VOTACCESS site to vote or appoint or revoke a proxy.

3. Appointment and/or revocation of a proxy

If the shareholder's securities account holder is not connected to the VOTACCESS site, a proxy may still be appointed or revoked online in accordance with the provisions of Article R. 225-79 of the French Commercial Code, in the following manner:

The shareholder should send an email to serviceproxy@cic.fr. This email must contain the following information: name of the company concerned, date of the meeting, surname, first name, address, bank references of the shareholder as well as the surname, first name and if possible the address of the proxy.

Shareholders must ask their financial intermediary who manages their securities account to send written confirmation to CIC Service Assemblées 6, Avenue de Provence 75452 Paris Cedex 09.

For appointments or revocations of proxies to be valid and taken into account, confirmations must be received by the CIC no later than 3:00 p.m., (Paris time), on the day before the Combined General Meeting, i.e. April 04, 2024.

Only notifications of appointment or revocation of proxies may be sent to the above-mentioned e-mail address and any request or notification made to this address for another purpose will not be taken into consideration and/or processed.

Any shareholders holding registered or bearer shares who have already cast their vote remotely or sent a proxy, may not choose another method of participation in the meeting after the vote has been received by CIC Service Assemblées.

The possibility of voting online before the General Meeting will end the day before the meeting, i.e. on April 04, 2024 at 3 p.m. (Paris time). However, in order to avoid the possibility of overloading the VOTACCESS voting platform, shareholders are recommended to not wait until the day preceding the Combined General Meeting in order to vote.

C - Submitting written questions and requests to include items on the agenda or draft resolutions

Shareholders may submit written questions to the Company as of the date of the meeting notice of the Combined General Meeting in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. Such questions must be sent to the Chairman of the Board of Directors at the Company's registered office at Immeuble Adamas, 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex, by registered letter with acknowledgement of receipt, or by e-mail to contact@claranova.com, no later than the fourth (4th) business day prior to the date of the General Meeting, i.e. March 29, 2024 at midnight, Paris time, accompanied by a document certifying that the shares are duly registered in a securities account (*attestation d'inscription en compte*). In compliance with current legislation, a written question will be considered to have been answered as soon as the answer appears on the Company's website in a section devoted to questions and answers.

D - Shareholder documents and information

The documents and information provided for in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website www.claranova.com and at the Company's registered office, Immeuble Adamas, 2 rue Berthelot, 92400 Courbevoie, from the date of the notice of the Combined General Meeting.

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The Board of Directors