

## **EUROAPI**

Public limited company with a share capital of EUR 94,549,488  
Registered office: 15, rue Traversière – 75012 Paris  
890 974 413 R.C.S. Paris

(the “Company”)

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### **DRAFT RESOLUTIONS<sup>1</sup>**

#### **ORDINARY AND EXTRAORDINARY COMBINED SHAREHOLDERS’ MEETING OF MAY 11, 2023**

#### **RESOLUTIONS UNDER THE COMPETENCE OF THE ORDINARY GENERAL MEETING**

##### **First Resolution**

*Approval of the unconsolidated financial statements for the financial year ended December 31, 2022*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the management report of the Board of Directors including the corporate governance report for the year ended December 31, 2022 and the statutory auditors’ report on the financial statements,

**approved** the annual financial statements for the year ended December 31, 2022, as they were presented, as well as the transactions reflected in the financial statements and summarized in the reports,

**acknowledged** that the financial statements for the year do not show any expenses or charges referred to in Article 39-4 of the French General Tax Code, except an amortization in the amount of 5,842 euros (excess depreciation on passenger vehicles) and approved them.

##### **Second Resolution**

*Approval of the consolidated financial statements for the financial year ended December 31, 2022*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the management report of the Board of Directors and the statutory auditors’ report on the consolidated financial statements for the year ended December 31, 2022,

**approved** the consolidated financial statements for the year ended December 31, 2022, as they were presented, as well as the transactions reflected in these financial statements and summarized in these reports.

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<sup>1</sup> This is a free English translation provided for informational purposes only. In the event of any discrepancy between the French and English language versions of this document, the French language version will prevail.

### **Third Resolution**

*Allocation of the loss for the financial year ended December 31, 2022*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the management report of the Board of Directors,

acknowledging that the loss for the financial year ended December 31, 2022 amounts to the sum of 46,486,354 euros,

**decided** to allocate the loss to the carried forward account.

In accordance with Article 243 bis of the French General Tax Code, the meeting recalled that no dividend had been distributed in respect of the prior three financial years.

### **Fourth Resolution**

*Ratification of the appointment by co-optation of Mattias Perjos as member of the Board of Directors of the Company*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

having taken note that the Board of Directors, at its meeting on January 11, 2023, appointed on a provisional basis Mr. Mattias Perjos as a member of the Board of Directors to replace Ms. Corinne Le Goff, who resigned, for the remaining term of the latter's mandate,

**ratified**, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr. Mattias Perjos as a member of the Board of Directors under the aforementioned conditions.

### **Fifth Resolution**

*Determination of the total compensation allocated to the Board of Directors of the Company*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

in accordance with the provisions of Article L. 225-45 of the French Commercial Code,

**decided** to set at 1,100,000 euros the total compensation allocated to the members of the Board of Directors as compensation for their activity for the current financial year as well as for each subsequent financial year, until a decision to the contrary is taken by the ordinary general meeting of shareholders.

### **Sixth Resolution**

*Approval of the information mentioned in Article L. 22-10-9 I. of the French Commercial Code*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

**approved**, pursuant to Article L. 22-10-34, paragraph I of the French Commercial Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning corporate officers, as it appears in the 2022 Universal Registration Document, in sections 2.3.2, 2.3.3, 2.3.4, 2.3.6.

### **Seventh Resolution**

*Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded in respect of the same financial year to the Chair of the Board of Directors of the Company,*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

pursuant to the provisions of paragraph II of Article L. 22-10-34,

**approved** the fixed, variable and exceptional items awarded or to be awarded in respect of the 2022 financial year to Ms. Viviane Monges, Chair of the Board of Directors, for the period from the admission of the Company's shares to trading on the regulated market of Euronext Paris, as determined by the Board of Directors and detailed in the 2022 Universal Registration Document, in section 2.3.3.

### **Eighth Resolution**

*Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded for the same financial year to the Chief Executive Officer of the Company,*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

pursuant to the provisions of paragraph II of Article L. 22-10-34,

**approved** the fixed, variable and exceptional compensation items awarded or to be awarded in respect of financial year 2022 to Mr. Karl Rotthier, Chief Executive Officer of the Company, for the period following the admission to trading of the Company's shares on the regulated market of Euronext Paris, as determined by the Board of Directors and detailed in the 2022 Universal Registration Document, in section 2.3.4.

### **Ninth Resolution**

*Approval of the compensation policy for members of the Board of Directors*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code,

**approved** the compensation policy for the members of the Board of Directors for the financial year 2023, as presented in the 2022 Universal Registration Document, in section 2.3.1.

### **Tenth Resolution**

*Approval of the compensation policy for the Chair of the Board of Directors*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code,

**approved** the compensation policy for Ms. Viviane Monges, Chair of the Board of Directors for the 2023 financial year, as presented in the 2022 Universal Registration Document, in section 2.3.1.

### **Eleventh Resolution**

*Approval of the compensation policy for the Chief Executive Officer*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

pursuant to the provisions of article L. 22-10-8 of the French Commercial Code,

**approved** the remuneration policy for the Company's Chief Executive Officer for the 2023 financial year, as presented in the 2022 Universal Registration Document, in section 2.3.1.

### **Twelfth Resolution**

*Authorization to be granted to the Board of Directors to purchase the Company's own shares*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

**authorized** the Board of Directors, with powers to subdelegate within the law, for a period of eighteen (18) months from this day, to acquire, under the conditions provided for in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulations of the French Financial Markets Authority (*Autorité des marchés financiers*) and Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, to acquire shares in the

Company, provided that such acquisitions by the Company may not result in the Company holding more than 10% of the shares making up its share capital at any time,

**decided** that the acquisition, sale or transfer of these shares may be carried out by any means, on one or more occasions, in particular on the market or over the counter, including by acquisition or sale of blocks, public offerings, using option or derivative mechanisms, under the conditions provided for by the market authorities and in compliance with the applicable regulations,

decided that the authorization may be used for the following purposes:

- to ensure the liquidity of the Company's shares within the framework of a liquidity contract concluded with an investment services provider, acting independently, in accordance with the market practice accepted by the *Autorité des marchés financiers*;
- to honor obligations related to stock option plans, bonus share issues, employee savings plans or other allocations of shares to employees and managers of the Company or its affiliates, and to carry out any hedging transactions related to these transactions under the conditions and in accordance with applicable laws and regulations;
- to remit shares when exercising rights attached to securities giving access to the Company's capital, and to carry out any hedging transactions relating to such transactions under the conditions and in accordance with applicable laws and regulations;
- to purchase shares for retention and subsequent remittance in exchange or as payment in connection with any external growth, merger, demerger or contribution transactions, in particular in compliance with stock market regulations
- to cancel all or part of the shares thus repurchased, subject to the adoption of the Thirteenth Resolution below and, in that case, under the terms indicated therein; or
- more generally, to carry out transactions for any purpose that may be authorized by law or any market practice that may be permitted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release;

**decided** to set the maximum unit purchase price per share (excluding expenses and commissions) at 24 euros, with an overall limit of nine million four hundred thousand (9,400,000) euros, it being specified that this purchase price will be subject to any adjustments that may be necessary in order to take into account any transactions affecting the share capital (in particular in the event of the incorporation of reserves and the granting of free shares, or a stock split or reverse stock-split) that may take place during the period of validity of the present authorization

**decided** that the maximum number of shares that may be purchased under this resolution may not at any time exceed 10% of the total number of shares comprising the share capital at any time, this percentage applying to a share capital figure adjusted to reflect transactions affecting it subsequently, it being stipulated that (i) when the shares are purchased in order to promote the liquidity of the Company's shares under the conditions defined by the General Regulations of the *Autorité des marchés financiers* the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased less the number of shares resold during the term of the authorization, and (ii) when they are purchased with a view to their retention and subsequent remittance in payment or exchange within the framework of a merger, demerger or contribution, the number of shares purchased may not exceed 5% of the total number of shares,

**granted** full powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, to implement the present authorization, in particular to judge the appropriateness of launching a share buyback program and to determine the terms and conditions thereof, to place all

stock market orders, and to sign all deeds of sale or transfer enter into any agreements, liquidity contracts or option contracts, make any declarations to the *Autorité des Marchés Financiers* and any other body, and carry out any necessary formalities, in particular to allocate or reallocate the shares acquired for the various formalities, and generally to do all that is necessary,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period.

## **RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING**

### **Thirteenth Resolution**

*Authorization to be granted to the Board of Directors to reduce the share capital by cancellation of shares, under the authorization to buy back its own shares*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the Statutory Auditors,

subject to the adoption of the Twelfth Resolution above,

**authorized** the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, for a period of eighteen (18) months as from the date of this authorization, to cancel, on one or more occasions, up to a maximum of 10% of the amount of the share capital per twenty-four (24) month period, all or part of the shares acquired by the Company and to proceed, in due proportion to reduce the share capital, in the proportions and at the times it deems appropriate, it being specified that this limit applies to an amount of share capital that will be adjusted, if necessary, to take account of transactions affecting it subsequent to the date of this meeting,

**decided** that any excess of the purchase price of the shares over their par value shall be charged to the share premium, merger or contribution account or to any available reserve account, including the legal reserve, provided that the latter does not fall below 10% of the Company's share capital after the capital reduction has been completed,

**granted** full powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, to carry out all acts, formalities or declarations with a view to finalizing the capital reductions that may be carried out by virtue of the present authorization and to amend the Company's bylaws accordingly.

This authorization terminates any previous authorization for the same purpose.

### **Fourteenth Resolution**

*Delegation of authority to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or other securities, with preferential subscription rights for shareholders*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the statutory auditors,

in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92, L. 228-93 and Article L. 22-10-49 thereof,

**delegated** to the Board of Directors, with powers to subdelegate within the law, its authority to decide, in the proportions and at the times it sees fit, on one or more share capital increases through the issuance, in France or abroad, of ordinary shares of the Company or of equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or of securities (including in particular all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital, said securities may be issued in euros, in a foreign currency or in any monetary unit established by reference to several currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables,

**decided** that the securities thus issued may consist of debt securities, be associated with the issuance of such securities or allow their issuance as intermediate securities,

**decided** that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, by virtue of this resolution, is set at forty-seven million (47,000,000) euros (or the equivalent of this amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be deducted from the overall ceiling provided for in the Twenty-second Resolution below,
- to these limits shall be added, as the case may be, the par value of the shares to be issued to preserve, in accordance with the law and, where applicable, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

**decided** to set at seven hundred and fifty million (750,000,000) euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, it being specified that :

- this amount will be increased, where applicable, by any redemption premium above par
- this amount will be deducted from the overall ceiling referred to in the Twenty-second Resolution below
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in the other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code

**decided** that the shareholders may exercise, in accordance with the legal and regulatory provisions in force, their preferential subscription right to the ordinary shares and securities issued by virtue of this resolution,

**decided** that the Board of Directors may institute in favor of the shareholders a right of subscription on a reducible basis which shall be exercised in proportion to their rights and within the limit of their requests

**decided** that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities or debt securities, the Board of Directors may use, in the order it deems appropriate, one and/or the other of the following options, or some of them only

- to limit the issue to the amount of subscriptions received, provided that the latter reaches at least three quarters of the initial amount of the issue concerned, as decided by the Board of

Directors,

- freely allocate all or part of the unsubscribed securities on an irreducible basis and, if applicable, on a reducible basis,
- offer all or part of the unsubscribed securities to the public,

**decided** that the issuances of warrants to subscribe for shares of the Company may be carried out by cash subscription, but also by free allocation to the owners of the existing shares,

**decided** that in the event of a free allocation of warrants, the Board of Directors shall have the option of deciding that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold,

**acknowledged** insofar as is necessary, that the present delegation entails by operation of law, in favor of the holders of any securities issued pursuant to the present delegation, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them,

**resolved** that the Board of Directors shall have full powers to implement this authorization in accordance with the law and the Company's bylaws, and in particular, to determine the dates, terms and conditions of any issues and the form and characteristics of the shares or securities giving access to the capital or debt securities, with or without a premium. In particular, it shall determine the amounts to be issued, the date of entitlement to dividends, which may be retroactive, of the shares or securities giving access to the capital or debt securities to be issued, the method of payment and, where applicable, the duration and exercise price of the securities or the terms of exchange, conversion, redemption or allotment in any other way of equity securities or securities giving access to the capital, within the limits provided for in the present resolution,

**decided** that the Board of Directors shall have full powers, with the option of delegation and sub-delegation under the conditions laid down by law, to implement the present delegation and to carry out, on one or more occasions, in the proportions and at the times it shall determine, the above-mentioned issuances - as well as, if necessary, to postpone them - to enter into all agreements to successfully complete the planned issues, to record their completion and to make the corresponding amendments to the bylaws, and, more generally:

- determine, in accordance with the law, the terms and conditions for adjusting the conditions of future access to the capital of the securities;
- suspend, where applicable, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- to make all deductions from the premiums, and in particular from the expenses incurred in the performance of the issues;
- to ensure that the rights of holders of securities giving future access to the Company's capital issued under this authorization are preserved, in accordance with the applicable laws and regulations and, where applicable, with the contractual provisions;
- record the completion of the capital increases resulting from this resolution and amend the bylaws accordingly; and generally take all measures and carry out all formalities required for the admission of the securities thus issued to listing on the regulated market of Euronext in Paris or any other market on which the Company's shares may then be listed,



**noted** that, should the Board of Directors make use of the delegation of authority granted in this resolution, it will report to the next ordinary general meeting of shareholders, in accordance with the law and regulations,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that this delegation is granted for a period of twenty-six (26) months as from this day and terminates any previous delegation with the same purpose.

### **Fifteenth Resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders and with a public offering (other than the offerings referred to in Article L. 411-2 of the French Monetary and Financial Code)*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the statutory auditors,

in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-1 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91, L. 228-92, L. 228-93, and Article L. 22-10-49,

**delegated** to the Board of Directors, with powers to delegate or subdelegate as permitted by law, its authority to decide, by way of a public offering (other than a public offering made exclusively by way of an offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code), to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital, said securities may be issued in euros, in a foreign currency or in any monetary unit established by reference to several currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables,

**decided** that the issuances likely to be carried out by virtue of the present resolution may be carried out by public offerings which may be combined, in the context of one or more issues carried out simultaneously, with an offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code to qualified investors,

**decided** that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, by virtue of this resolution, is set at nine million and four hundred thousand (9,400,000) euros (or the equivalent value of this amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation shall be deducted from the overall ceiling provided for in the Twenty-second Resolution below,
- to these limits shall be added, as the case may be, the nominal value of the shares to be issued to preserve, in accordance with the law and, as the case may be, with the applicable contractual

provisions, the rights of the holders of securities and other rights giving access to the capital,

decided to set at seven hundred and fifty million (750,000,000) euros (or the equivalent value of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, it being specified that:

- this amount shall be increased, where applicable, by any redemption premium above par ;
- this amount will be deducted from the overall ceiling referred to in the Twenty-second Resolution below;
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**decided** to cancel the shareholders' preferential subscription rights to the ordinary shares or securities issued pursuant to this delegation, while allowing the Board of Directors the option of granting shareholders a priority right to subscribe to all or part of the issues during the period and on the terms it shall determine in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, this priority not giving rise to the creation of negotiable rights, but which may be exercised on an irreducible or reducible basis,

**acknowledged**, insofar as is necessary, that this delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them, in favor of the holders of the securities that may be issued pursuant to this delegation,

**decided** that, if subscriptions have not absorbed the entirety of such an issue, the Board of Directors may use, in the order it shall determine, one or other of the following options, or some of them only

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed,

**decided** that the issue price of the shares and securities likely to be issued by virtue of the present delegation will be set by the Board of Directors, in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code (for information purposes only, the issue price of the shares must be at least equal to the volume-weighted average of the prices quoted on the regulated market of Euronext in Paris over the last three (3) trading days prior to the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, as amended, less a maximum discount of 10%, if any), adjusted for any difference in the date of dividend entitlement, it being specified that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by it, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined above,

**decided** that the Board of Directors shall have full powers to implement the present delegation of authority, in accordance with the conditions laid down by law and the bylaws, and in particular, without this list being exhaustive, to determine the dates, terms and conditions of any issue, as well as the form

and characteristics of the shares or securities giving access to the capital or debt securities to be issued, with or without a premium. In particular, it shall determine the amounts to be issued, the date of entitlement to dividends, which may be retroactive, of the shares or securities giving access to the capital or debt securities to be issued, the method of payment and, where applicable, the term and exercise price of the securities or the terms of exchange, conversion, redemption or allotment in any other way of equity securities or securities giving access to the capital within the limits provided for in this resolution,

**decided** that the Board of Directors shall have full powers, with the option of delegation and sub-delegation under the conditions laid down by law, to implement the present delegation and to carry out, on one or more occasions, in the proportions and at the times it shall determine, the above-mentioned issues - as well as, if necessary, to postpone them - to enter into all agreements to ensure the successful completion of the planned issues, to record their realization and to make the corresponding amendments to the bylaws, and, more generally:

- determine, in accordance with the law, the terms and conditions for adjusting the conditions of future access to the capital of the securities;
- suspend, where applicable, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- to make all deductions from the premiums, and in particular from the expenses incurred in the performance of the issues;
- subsequently ensure the preservation of the rights of holders of securities giving future access to the Company's capital issued pursuant to this delegation, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual provisions;
- take all measures and carry out all formalities required for the listing of the securities thus issued on the regulated market of Euronext Paris and any other market on which the Company's shares may then be listed,

**acknowledged** that, should the Board of Directors use the delegation of authority granted to it in this resolution, it will report to the next ordinary shareholders' meeting, in accordance with the law and regulations,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that the present authorization is granted for a period of twenty-six (26) months as from this day and terminates any previous delegation having the same purpose.

### **Sixteenth Resolution**

*Delegation of authority to the Board of Directors to increase the share capital by the issuance of ordinary shares and/or any other securities, without preferential subscription rights for shareholders, in the context of a public offering to qualified investors or a limited circle of investors, as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors of the Company and the report of the statutory auditors,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92, L. 228-93, and L. 22-10-49 of the French Commercial Code and paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code,

**delegated** to the Board of Directors its authority to decide to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital, said securities may be issued in euros, in a foreign currency or in any monetary unit established by reference to several currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables,

**decided** that the issues likely to be carried out by virtue of the present resolution may be carried out by means of offerings to qualified investors and/or to a restricted circle of investors acting on their own behalf within the meaning of paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code,

**decided** that the total nominal amount of the share capital increases that may be carried out immediately and/or in the future, by virtue of the present delegation, may not exceed 9,400,000 (nine million four hundred thousand) euros (or the equivalent value on the date of issue of this amount in a foreign currency or in a unit of account established by reference to several currencies), nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information, on the date of this meeting, the issue of equity securities carried out by means of an offering referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code is limited to 20% of the Company's capital per 12-month period, said capital being assessed as of the date of the Board of Directors' decision to use this delegation), to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with the provisions of the law and, where applicable, of the applicable contractual stipulations, the rights of holders of securities giving access to the capital and other rights giving access to the capital,

**decided** furthermore that the nominal amount of any increase in share capital that may be carried out in this way shall be deducted from the overall ceiling provided for in the Twenty-second Resolution below,

**decided** that the maximum nominal amount of debt securities that may be issued under this delegation is set at seven hundred and fifty million (750,000,000) euros, it being specified that:

- this limit shall be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Twenty-second Resolution below,
- this limit shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which shall be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with Article L. 228-36-A of the French Commercial Code,

**decided** that, if the subscriptions have not absorbed the totality of such an issue, the Board of Directors may use, in the order it shall determine, one or other of the following options:

- limit the issue to the amount of subscriptions, provided that this amount reaches at least three quarters of the issue initially decided,

- freely allocate all or part of the unsubscribed securities among the persons of its choice,

**decided** to cancel the shareholders' preferential subscription rights to the Company's ordinary shares and/or to any securities and/or debt instruments issued in accordance with this delegation and with applicable law,

**decided** that the issue price of the shares likely to be issued by virtue of the present delegation will be set by the Board of Directors in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code (for information purposes only, the issue price of the shares must be at least equal to the volume-weighted average of the prices quoted on the regulated market of Euronext in Paris over the last three (3) trading days prior to the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, as amended, possibly reduced by a maximum discount of 10%) it being specified that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by it, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined above,

**acknowledged** that this delegation of authority automatically entails a waiver by the shareholders, in favor of the beneficiaries of the securities to be issued by the Board of Directors, of their pre-emptive right to subscribe to the equity securities to which these securities may give entitlement,

**decided** that the Board of Directors shall have full powers to implement the present delegation of authority, in accordance with the conditions laid down by law and the bylaws, and in particular, without this list being exhaustive, to determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital or debt securities to be issued, with or without a premium. In particular, it shall determine the amounts to be issued, the date of entitlement to dividends, which may be retroactive, of the shares or securities giving access to the capital or debt securities to be issued, the method of payment and, where applicable, the term and exercise price of the securities or the terms of exchange, conversion, redemption or allotment in any other way of equity securities or securities giving access to the capital within the limits provided for in this resolution,

**decided** that the Board of Directors shall have full powers, with the option of delegation and sub-delegation under the conditions laid down by law, to implement the present delegation and to carry out, on one or more occasions, in the proportions and at the times it shall determine, the above-mentioned issues - as well as, if necessary, to postpone them - to enter into all agreements to ensure the successful completion of the planned issues, to record their realization and to make the corresponding amendments to the bylaws, and, more generally:

- determine, in accordance with the law, the terms and conditions for adjusting the conditions of future access to the capital of the securities;
- suspend, where applicable, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- to make all deductions from the premiums, and in particular from the expenses incurred in the performance of the issues;
- subsequently ensure the preservation of the rights of holders of securities giving future access to the Company's capital issued pursuant to this delegation, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual provisions;
- take all measures and carry out all formalities required for the admission of the securities thus issued to listing on the regulated market of Euronext in Paris or any other market on which the Company's shares would then be listed,

**acknowledged** that, should the Board of Directors use the delegation of authority granted to it in this resolution, it will report to the next ordinary shareholders' meeting, in accordance with the law and regulations,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that this authorization is granted for a period of twenty-six (26) months as from this day and terminates any previous delegation with the same purpose.

### **Seventeenth 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 with or without preferential subscription rights decided under the Fourteenth Resolution, the Fifteenth Resolution and the Sixteenth Resolution above*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the statutory auditors,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135-1, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code,

**delegated** to the Board of Directors its authority to increase the amount of issues with or without preemptive subscription rights that may be decided pursuant to the Fourteenth Resolution, the Fifteenth Resolution and the Sixteenth Resolution above, under the conditions provided for in Article L. 225-135-1 of the French Commercial Code and R. 225-118 of the French Commercial Code (i.e., to date, within 30 days of the closing of the subscription period, at the same price as that used for the initial issue and up to a limit of 15% of the initial issue), said shares conferring the same rights as the existing shares, subject to their date of dividend entitlement,

**decided** that the nominal amount of the capital increases decided upon under the present delegation shall be deducted from the overall ceiling of forty-seven million (47,000,000) euros (or the equivalent value on the date of issue of this amount in a foreign currency or in a unit of account established by reference to several currencies) common to all capital increases that may be carried out by virtue of the delegations referred to above, as provided for in the Twenty-second Resolution below, to which shall be added, where applicable, the additional amount of shares or securities to be issued, if any, in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of holders of securities giving access to the capital and other rights giving access to the capital,

**acknowledged** that, should the Board of Directors make use of the delegation of authority granted in this resolution, it will report to the next ordinary Shareholders' Meeting in accordance with the law and regulations,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that this authorization is granted for a period of twenty-six (26) months as from this day and terminates any previous delegation with the same purpose.

### **Eighteenth Resolution**

*Authorization to be granted to the Board of Directors, in the event of an issuance of shares or any other securities without preferential subscription rights for shareholders, to set the issuance price within the limit of 10% of the share capital*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the Statutory Auditors,

**authorized** the Board of Directors, in accordance with the provisions of Article L. 22-10-52 of the French Commercial Code, with the right to subdelegate, for each of the issues decided within the framework of the delegations granted in the Fifteenth Resolution and in the Sixteenth Resolution above and within the limit of 10% of the Company's capital (as it exists on the date of implementation of the present delegation) per 12-month period to derogate from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the ordinary shares and/or securities giving immediate or future access to the capital issued, as follows:

- the issue price of the ordinary shares shall be at least equal to the volume-weighted average of the prices for the last three (3) trading sessions prior to its setting, possibly reduced by a maximum discount of 20%, it being recalled that it may not in any event be less than the par value of a share in the Company on the date of issue of the shares concerned
- the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the paragraph above,

**decided** that the Board of Directors shall have full powers to implement the present delegation under the terms provided for by the decision in respect of which the issue is decided,

**decided** that the present delegation is given to the Board of Directors for a period of twenty-six (26) months as from this day and terminates any previous delegation with the same purpose.

### **Nineteenth Resolution**

*Delegation of authority to the Board of Directors to decide to issue ordinary shares or securities giving access to the Company's share capital, without the preferential subscription rights for shareholders for the benefit of categories of beneficiaries*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors of the Company and the report of the statutory auditors;

in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-132, L. 225-135, L. 22-10-49, L. 22-10-51, L. 225-138, and the provisions of Articles L. 228-91 *et seq.* of the same Code,

**delegated** to the Board of Directors, with powers to subdelegate within the law, its authority to issue, on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, in euros or in any other currency or in any other monetary unit established by reference to several currencies, with waiver of shareholders' preferential subscription rights in favor of categories of

beneficiaries, of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued by the Company,

**decided** that the total nominal amount of the capital increases that may be carried out within the framework of the present delegation may not exceed four million seven hundred thousand (4,700,000) euros, it being specified that this amount will be deducted from the overall ceiling referred to in the Twenty-second Resolution below. To these ceilings shall be added, where applicable, the nominal value of the shares to be issued to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital,

**decided** that the securities giving access to the capital to be issued by the Company may consist of debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities. They may take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued in euros, in foreign currencies, or in any monetary unit established by reference to several currencies.

The nominal amount of the debt securities that may be issued under this delegation may not exceed the sum of seven hundred and fifty million (750,000,000) euros or the equivalent of this amount in foreign currencies or in any monetary units established by reference to several currencies, this amount to be deducted from the overall ceiling referred to in the Twenty-second Resolution below.

**decided** to cancel the shareholders' preferential subscription rights to the shares and other securities that may be issued pursuant to this delegation and to reserve the shares and other securities to be issued pursuant to this delegation for categories of beneficiaries having one of the following characteristics, in particular:

- i. natural persons or legal entities (including companies), trusts or investment funds, or other investment vehicles, whatever their form, under French or foreign law, that habitually invest in the pharmaceutical, biotechnology or medical technology sectors; and/or
- ii. French or foreign companies, institutions, groups or entities, regardless of their form, that carry out a significant part of their activities in the pharmaceutical, cosmetic, chemical or medical device and/or technology sectors or in research in these areas, and that may, where applicable, enter into an industrial and/or commercial partnership with the Company; and/or
- iii. French or foreign investment service providers, or any foreign institution with equivalent status, likely to guarantee the completion of an issue intended to be placed with the persons referred to in (i) and/or (ii) above and, in this context, to subscribe for the securities issued.

**decided** that the Board of Directors, with powers to subdelegate within the law, shall draw up a precise list of the beneficiaries of this or these capital increase(s) and/or issue(s) of reserved securities within this or these category(ies) of persons and the number of securities to be allocated to each of them,

**decided** that if the subscriptions have not absorbed the entire issue of shares or securities giving access to the capital issued by virtue of the present delegation, the Board of Directors may limit the issue to the amount of the subscriptions provided that the latter reaches at least three-quarters of the issue decided.

**noted** that the present delegation entails the waiver by the shareholders of their preferential subscription rights to the shares of the Company to which the securities issued on the basis of the present delegation may give entitlement.



**resolved** that the issue price of the ordinary shares and securities to be issued under the present delegation will be set by the Board of Directors, with powers to subdelegate as provided by law, in accordance with the provisions of Articles L. 225-138 II and must be at least equal:

- a. the issue price of the ordinary shares shall be at least equal to the volume-weighted average of the prices for the last three (3) trading sessions prior to its determination, possibly reduced by a maximum discount of 20%, it being recalled that it may not in any event be less than the par value of a share in the Company on the date of issue of the shares concerned,
- b. the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the paragraph above.

**decided** that the Board of Directors shall have full powers, with powers to subdelegate within the law, to implement this delegation, and in particular to:

- determine the characteristics, amount and terms of any issue as well as of the securities issued, in particular, the category of securities issued and to set, taking into account the indications contained in its report, their subscription price, with or without premium, the terms of their payment (which may be made in cash and/or by offsetting liquid and payable debts, or partly in cash and partly by incorporation of reserves, profits or issue premiums), their date of entitlement to dividends, if any the terms under which the securities issued on the basis of this delegation will give access to shares to be issued by the Company, the conditions under which these securities may also give access to existing equity securities or debt securities of the Company, the conditions for their repurchase and possible cancellation, as well as the possibility of suspending the exercise of the rights to ordinary shares attached to the securities to be issued,
- determine whether the securities issued will consist of or be associated with debt securities, whether they will be for a fixed term or not, whether they will be subordinated or not, and their remuneration,
- take all necessary measures to protect the rights of holders of securities or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment,
- charge, where appropriate, the costs of the capital increases against the amount of the premiums relating to these increases and, if it deems it appropriate, to deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase,
- enter into any agreement, in particular with a view to the successful completion of any issue, to carry out the above-mentioned issues on one or more occasions, in the proportions and at the times it deems appropriate, in France and/or abroad, as well as, if necessary, to postpone them,
- arrange for the admission to trading on a regulated market and/or any other financial market outside the European Economic Area of the ordinary shares, securities to be issued or shares to be issued on the exercise of securities giving access to the capital to be issued, and
- record the completion of the capital increases resulting from this delegation and amend the bylaws accordingly, as well as carry out all formalities and declarations and request all authorizations that may be necessary for the completion and proper execution of these issues.

**acknowledged** that, should the Board of Directors make use of the delegation of authority granted to it in this authorization, it shall report to the next ordinary general meeting of shareholders in accordance with the law and regulations,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that this delegation is granted for a period of eighteen (18) months as from this day and terminates any previous delegation with the same purpose.

### **Twentieth Resolution**

*Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the share capital of the Company, in the event of a public offering with an exchange component initiated by the Company*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the statutory auditors,

in accordance with the provisions of Articles L. 22-10-49, L. 22-10-54, L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code,

**delegated** to the Board of Directors the power to decide, on one or more occasions, to issue ordinary shares of the Company and/or securities giving immediate and/or future access by any means to ordinary shares of the Company as consideration for securities tendered to a public offering involving an exchange component initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on one of the markets referred to in Article L. 22-10-54 above, said shares conferring the same rights as the existing shares, subject to their dividend date,

**decided** that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow their issue as intermediate securities,

**acknowledged**, insofar as is necessary, that this delegation of authority automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them, in favor of the holders of the securities thus issued, where applicable,

**decided** that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future, by virtue of the present delegation, may not exceed nine million four hundred thousand (9,400,000) euros, to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities giving access to the capital,

**decided** furthermore that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling provided for in the Twenty-second Resolution below,

**decided** to set at seven hundred and fifty million (750,000,000) euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Twenty-second Resolution below,
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A

and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in the other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**specified** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months as from this day and terminates any previous delegation having the same purpose,

**decided** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions laid down by law, to implement the present delegation and, in particular, to:

- determine the list of securities tendered in exchange, and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- set the terms of the issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid,
- determine the terms of the issue, in particular in the context of a public offering including an exchange component, or an alternative purchase or exchange offering, on a principal basis, combined with a public exchange or purchase offering on a subsidiary basis,
- record the number of shares contributed to the exchange,
- set the dividend entitlement date, which may be retroactive, of the shares or securities giving access to the capital to be issued, the method of payment and, where applicable, the terms and conditions for exercising rights to exchange, convert, redeem or otherwise allocate shares or securities giving access to the capital,
- to record the difference between the issue price of the new ordinary shares and their par value as a liability on the balance sheet under the “contribution premium” account, to which all shareholders’ rights will be attached,
- to make all adjustments required by law or regulation and, where applicable, by contractual provisions, to protect the rights of holders of securities giving access to the Company’s capital, and
- suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three (3) months,

**decided** that the Board of Directors may:

- at its sole discretion and when it deems it appropriate, charge the expenses, duties and fees incurred by the capital increases carried out by virtue of the delegation referred to in this resolution against the amount of the premiums relating to these operations and deduct from the amount of these premiums the sums necessary to bring the legal reserve up to one tenth of the new capital, after each operation,
- take any decision with a view to the admission of the shares and securities thus issued to trading on the regulated market of Euronext in Paris and any other market on which the shares or securities giving access to the Company’s capital would then be listed, and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the purpose of finalizing the resulting capital increase, and make the corresponding amendments to the bylaws,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period.

### **Twenty-first Resolution**

*Delegation of authority to the Board of Directors to decide to issue ordinary shares of the Company or securities giving access by any means, immediately and/or in the future, of the Company's share capital, up to a limit of 10% of the share capital, to remunerate contributions in kind of equity securities or securities giving access to the share capital of third-party companies outside a public exchange offering*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors of the Company and the report of the statutory auditors,

in accordance, in particular, with the provisions of Article L. 225-147 and Article L. 22-10-53 of the French Commercial Code,

**delegated** to the Board of Directors the power to decide, on the basis of the report of one or more auditors, to issue, on one or more occasions, in the proportions and at the times it sees fit, ordinary shares in the Company or securities giving access by any means, immediately and/or in the future, to ordinary shares in the Company, in consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, said shares conferring the same rights as the existing shares, subject to their dividend date,

**decided** that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow their issue as intermediate securities,

**acknowledged**, insofar as is necessary, that this delegation entails, by operation of law, in favor of the holders of the securities thus issued, if any, expressly waive the shareholders' preferential subscription rights to the shares to which these securities will entitle them,

**decided** that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 10% of the Company's share capital (as it exists on the date of the operation), to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the contractual stipulations, the rights of the holders of securities and other rights giving access to the capital,

**decided** furthermore that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling provided for in the Twenty-second Resolution below,

**decided** to set at seven hundred and fifty million (750,000,000) euros (or the equivalent value of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Twenty-second Resolution below,
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A

and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**specified** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months as from this day and terminates any previous delegation having the same purpose,

**acknowledged** that the Board of Directors has full powers, with the option of sub-delegation under the conditions provided for by law, to approve the valuation of the contributions, to decide on and record the completion of the capital increase remunerating the contribution transaction, to charge to the contribution premium, where appropriate, all the expenses and duties incurred by the capital increase, to deduct from the contribution premium, if it deems it useful the sums required for the legal reserve, to make the corresponding amendments to the bylaws, to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext in Paris and any other market on which the shares or securities giving access to the Company's capital would then be listed, and, more generally, to do all that is appropriate.

### **Twenty-second Resolution**

*Overall limits on the amount of issuances carried out pursuant to the delegations of authority set out in the above resolutions and in the Twenty-seventh Resolution below*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings

having reviewed the report of the Board of Directors and the report of the statutory auditors,

**decided** that:

- the maximum aggregate par value of capital increases that may be carried out under the delegations of authority granted in the Fourteenth Resolution, the Fifteenth Resolution, the Sixteenth Resolution, the Seventeenth Resolution, the Nineteenth Resolution, the Twentieth Resolution, the Twenty-first Resolution and the Twenty-seventh Resolution below is set at forty-seven million (47,000,000) euros (or the equivalent value on the date of issue of this amount in a foreign currency or in a unit of account established by reference to several currencies), it being specified that the additional amount of shares to be issued to preserve, in accordance with the law and, where applicable, with the applicable contractual provisions, the rights of holders of securities and other rights giving access to shares, shall be added to this ceiling,
- the maximum aggregate nominal amount of debt securities that may be issued under the delegations granted under the aforementioned resolutions is set at seven hundred and fifty million (750,000,000) euros (or the equivalent value on the issue date of this amount in a foreign currency or in a unit of account established by reference to several currencies), it being specified that this ceiling does not apply to debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

### **Twenty-third Resolution**

*Delegation of authority to the Board of Directors to increase the capital by incorporating of premiums, reserves, profits or other items*

The general meeting, voting under the quorum and majority conditions laid down in Article L. 225-130 of the French Commercial Code,

having reviewed the report of the Board of Directors of the Company,

in accordance, in particular, with the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code,

**delegated** to the Board of Directors, with powers to subdelegate within the law, for a period of twenty-six (26) months from this day, its authority to decide on one or more capital increases by incorporation of premiums, reserves capitalization of premiums, reserves, profits or other items that may be capitalized in accordance with the law and the company's bylaws, and in the form of an allotment of new bonus shares, an increase in the par value of existing shares, or a combination of these two methods, with said shares conferring the same rights as the existing shares, subject to the date on which they earn dividends,

**decided** that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future may not exceed nine million four hundred thousand (9,400,000) euros, to which shall be added, where applicable, the additional amount of the shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the bearers of securities or other rights giving access to shares, it being specified that this ceiling is set autonomously and distinctly from the ceiling referred to in the Twenty-second Resolution above,

**decided**, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, that in the event of the Board of Directors making use of the present delegation, fractional rights will not be negotiable and that the corresponding securities will be sold, the proceeds of the sale being allocated to the holders of the rights within the period provided for by the regulations,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period.

This authorization terminates any previous authorization having the same purpose.

### **Twenty-fourth Resolution**

*Authorization to be granted to the Board of Directors to grant options to subscribe for or purchase the Company's shares, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, which entails the waiver by shareholders of their preferential subscription rights*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the statutory auditors' report,

**authorized** the Board of Directors, within the framework of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, during the periods authorized by law, on one or more occasions, to employees and/or officers (or some of them) of the Company and of companies and economic interest

groupings linked to the Company under the conditions defined in Article L. 225-180-I, options giving the right to subscribe for or purchase ordinary shares, it being specified that:

- the options that may be granted to the Company's corporate officers under this authorization may not represent more than 50% of all the options granted by the Board of Directors under this authorization,
- the number of options granted under this authorization may not entitle the holder to purchase or subscribe for more than 2% of the number of shares making up the Company's share capital on the day the options are granted by the Board of Directors,
- this number will be deducted from the overall ceiling provided for in the Twenty-sixth Resolution below, and
- the total number of shares that may be subscribed upon exercise of the stock options granted and not yet exercised may never exceed one-third of the share capital,

**specified** that the Board of Directors must, in order to grant stock options to the Company's executives referred to in the fourth paragraph of Article L. 225-185 of the French Commercial Code, comply with the provisions of Article L. 22-10-58 of the French Commercial Code (to date, the granting of stock options or free shares to all the Company's employees and to at least 90% of the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and covered by Article L. 210-3 of the said Code, or the implementation by the Company of a profit-sharing or incentive agreement for the benefit of at least 90% of all the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and covered by Article L. 210-3 of the said Code),

**decided** that this authorization includes, for the benefit of the beneficiaries of the subscription options, the express waiver by the shareholders of their preferential subscription rights to the shares that would be issued as and when the subscription options are exercised, and will be implemented under the conditions and according to the procedures provided for by the law and regulations in force on the day of the granting of the purchase or subscription options as the case may be,

**decided** that the purchase or subscription price per share will be set by the Board of Directors on the day the option is granted within the limits provided for by law and this resolution, without being less than ninety-five percent (95%) of the average of the prices quoted on the twenty stock market trading days preceding the date of the Board of Directors' decision to grant the options on the regulated market of Euronext in Paris, rounded up to the nearest euro cent, nor, in the case of purchase options, to eighty percent (80%) of the average purchase price of the Company's own shares, rounded up to the nearest euro cent,

**decided** that the price set for the subscription or purchase of the shares to which the options give entitlement may not be changed during the term of the options, it being specified, however, that if the Company were to carry out one of the transactions referred to in Article L. 225-181 of the French Commercial Code, it would have to take the measures necessary to protect the interests of the option beneficiaries under the conditions set out in Article L. 228-99 of the French Commercial Code,

**decided** that, should it be necessary to make the adjustment provided for in Article L. 228-99 3° of the French Commercial Code, the adjustment will be made by applying the method provided for in Article R. 228-91 of the French Commercial Code, it being specified that, if the Company's shares are not admitted to trading on a regulated market, the value of the preferential subscription right as well as the value of the share before detachment will be determined by the Board of Directors. 228-91 of the French Commercial Code, it being specified that, if the Company's shares are not admitted to trading on a regulated market, the value of the preferential subscription right as well as the value of the share before detachment of the subscription right would, if necessary, be determined by the board of directors on the basis of the subscription, exchange or sale price per share retained at the time of the last transaction

involving the Company's share capital (increase in share capital, contribution of securities, sale of shares, etc.) during the six (6) months preceding the date of the meeting of the said Board of Directors, or, in the absence of such a transaction during this period, on the basis of any other financial parameter that appears relevant to the Board of Directors (and which shall be validated by the Company's auditors),

**decided** that in the event of the issue of new equity securities or new securities giving access to the capital, as well as in the event of a merger or demerger of the Company, the Board of Directors may suspend the exercise of the options, if applicable,

**set** the term of validity of the options at ten (10) years from the date of grant, it being specified, however, that this period may be reduced by the Board of Directors for beneficiaries resident in a given country to the extent necessary to comply with the law of that country,

**granted** full powers to the Board of Directors, within the limits set out above, to

- determine the identity of the beneficiaries of the stock options and the number of options to be granted to each of them;
- set the purchase and/or subscription price of the shares to which the options entitle the holder, within the limits of the aforementioned texts, it being specified that the subscription price per share must be higher than the par value of the share;
- to ensure that the number of stock options granted by the Board of Directors is set in such a way that the total number of stock options granted and not yet exercised may not give entitlement to subscribe to a number of shares exceeding one third of the share capital;
- to determine the terms and conditions of the stock option plan and to set the conditions under which the options will be granted, including, in particular, the timetable for the exercise of the options granted, which may vary according to the holders; it being specified that these conditions may include clauses prohibiting the immediate resale of all or part of the shares issued on exercise of the options, within the limits set by law;
- to determine the performance conditions to be attached to the options, if any, granted to the Company's executive directors, as soon as the Company's shares are admitted to trading on a regulated market;
- to acquire the Company's shares, if necessary, in order to sell any shares to which the stock options entitle the holder;
- to carry out, either itself or through an agent, all acts and formalities to finalize the capital increases that may be carried out by virtue of the authorization covered by the present delegation;
- to charge, if it deems it necessary, the costs of the capital increases to the amount of the premiums relating to these increases and to deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase;
- to amend the bylaws accordingly and, in general, to do whatever is necessary;

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that the present authorization is granted for a period of twenty-six (26) months as from this day and terminates any previous delegation having the same purpose,



**decided** that the Board of Directors shall inform the ordinary general meeting each year of the transactions carried out under this resolution.

### **Twenty-fifth Resolution**

*Authorization to be granted to the Board of Directors to grant free shares, existing or to be issued, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, which entails waiver by the shareholder of their preferential subscription rights*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors of the Company and the report of the statutory auditors,

in accordance with the provisions of Articles L. 225-197-1 to L. 225-197-5, L. 22-10-59 and L. 22-10-60 of the French Commercial Code,

**authorized** the Board of Directors to grant, on one or more occasions, free shares of the Company, either existing or to be issued, to employees, or to certain categories of employees, and/or to officers of the Company or of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the capital or voting rights on the date of grant of the shares concerned,

**decided** that the Board of Directors, in order to be able to proceed with the allocation of free shares to corporate officers who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code, must comply with the provisions of Article L. 22-10-60 of the French Commercial Code,

**decided** that the total number of shares that may be granted free of charge by the Board of Directors, by virtue of the present authorization, may not exceed 3% of the Company's share capital, as recorded by the Board of Directors on the date of the decision to grant the said shares, it being specified that the total number of shares granted free of charge by the Board of Directors may not exceed 10% of the Company's share capital on the date of the decision to grant them, and that this number will be deducted from the overall ceiling provided for in the Twenty-sixth Resolution below,

**decided** that the total number of shares that may be granted under the present authorization to corporate officers may not represent more than 0.4% of the Company's share capital on the date of the decision by the Board of Directors to grant them;

**decided** that the Board of Directors shall set a vesting period of at least one (1) year (the "Vesting Period"), at the end of which the shares shall be definitively allocated to their beneficiaries, and, where applicable, a holding period (the "Holding Period"), it being specified that the combined duration of the vesting and holding periods may not be less than two (2) years,

**decided**, notwithstanding the above, that the shares will be definitively allocated before the end of the Vesting Period in the event of disability of the beneficiaries corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, and, in this case, that the shares will immediately become freely transferable,

**acknowledged** that, in the event of a free allotment of shares to be issued by the Company, this authorization automatically entails the waiver by the shareholders of their preferential subscription rights to the new shares issued in favor of the beneficiaries of said free allotment of shares, the corresponding capital increase being definitively completed by the sole fact of the final allotment of the shares to the beneficiaries,

**acknowledged** that the present resolution entails, insofar as is necessary, a waiver by the shareholders in favor of the beneficiaries of free shares, of the part of the reserves, profits or premiums which, if applicable, will be used in the event of the issue of new shares at the end of the Vesting Period, for the realization of which all powers are delegated to the Board of Directors,

**delegated** to the Board of Directors all powers to:

- establish the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allocated,
- determine whether the free shares granted are existing shares or shares to be issued,
- to determine the identity of the beneficiaries of the grants and the number of free shares that may be granted to each of them,
- to set the conditions and, if applicable, the criteria for the allocation of these shares,
- to determine, where applicable, the performance conditions to be met in order for the allocation to become final,
- to decide, if and when appropriate, on the capital increase(s) correlative to the issue of any new free shares granted,
- to adjust, if necessary, the number of shares granted in the event of transactions affecting the Company's capital or shareholders' equity that have the effect of modifying the value of the shares making up the capital in order to preserve the rights of the beneficiaries of free shares granted,
- and, in general, to take all necessary steps and enter into all agreements to ensure the successful completion of the planned grants,

**decided** that the Board of Directors shall not, without the prior authorization of the general meeting, make use of the present delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities and until the end of the offer period,

**decided** that the present authorization is granted for a period of twenty-six (26) months from this day and terminates any previous delegation with the same purpose,

**decided** that the Board of Directors shall inform the ordinary shareholders' meeting each year, under the conditions provided for by the legal and regulatory provisions in force, of the transactions carried out under this resolution.

### **Twenty-sixth Resolution**

*Overall limits on the amount of issuances that may be carried out under the authorizations to be granted to the Board of Directors for the purpose of granting stock options or free shares*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the reports of the statutory auditors,

**decided** that the sum of (i) the shares that may be issued or acquired upon exercise of the options granted under the Twenty-fourth Resolution above and (ii) the shares that may be granted free of charge under the Twenty-fifth Resolution above may not exceed nine million four hundred thousand (9,400,000) shares, each with a nominal value of 1.00 euro, it being specified that the additional amount of shares

to be issued to preserve, in accordance with the applicable contractual provisions, the rights of holders of securities and other rights giving access to shares shall be added to this ceiling.

### **Twenty-seventh Resolution**

*Delegation of authority to the Board of Directors to increase the share capital by the issuance of shares and/or securities giving access to the share capital of the Company, for the benefit of employees participating in the Company's savings plan*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the statutory auditors,

in accordance, in particular, with the provisions of Articles L. 225-129 *et seq.* and L. 225-138-1 of the French Commercial Code, and with those of Articles L. 3332-18 *et seq.* of the French Labor Code,

**delegated** to the Board of Directors, with powers to subdelegate within the limits of the applicable laws and regulations, authority to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, by issuing ordinary shares or securities giving access by any means immediately and/or in the future, to shares or other securities of the Company that are existing or to be issued, reserved for eligible employees and corporate officers who are members of the Company's savings plan and, where applicable, of French or foreign companies related to it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Group"),

**decided** to cancel, in favor of the members of a Group savings plan, the preferential subscription right of shareholders to the shares or securities giving access to the capital to be issued in the context of the present delegation, the said shareholders also waiving any right to the free allocation of shares or securities giving access to the capital which would be issued by application of the present delegation, as well as to the shares to which the securities would give right,

**decided** that the total nominal amount of the capital increases likely to be carried out pursuant to this delegation shall not exceed one million eight hundred and eighty thousand (1,880,000) euros, a maximum amount to which shall be added, where applicable, the additional amount of the shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to shares,

**decided** that these limits will be deducted from the limits referred to in the Twenty-second Resolution above,

**decided** that the issue price of the shares or new securities giving access to the share capital will be determined in accordance with the conditions laid down in Articles L. 3332-19 of the French Labor Code and may not be higher than the average of the opening prices quoted on the Euronext in Paris market over the twenty trading days preceding the date of the decision of the Board of Directors or its delegate setting the opening date of the subscription period, nor may it be more than 30% lower than this average,

**decided**, pursuant to Article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation, free of charge, of shares or other securities giving access to the Company's share capital to the members of the above-mentioned savings plan, by way of the employer's contribution, or, where applicable, the discount, provided that the taking into account of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the legal or regulatory limits,

**decided** that the Board of Directors shall have full powers to implement the present delegation, with the option of sub-delegation under the conditions laid down by law and under the conditions specified above, in order to, in particular:

- to determine the scope of the companies whose employees may benefit from the subscription offering,
- to decide that subscriptions may be made directly or through corporate mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions
- to determine the dates, terms and conditions of the issues to be carried out under this delegation, and in particular the dates from which the shares and other securities giving access to the Company's capital will carry dividend rights, and to grant time limits for the payment of the shares and, where applicable, other securities giving access to the Company's capital
- to request the admission to trading of the securities created, to record the completion of the capital increases up to the amount of the shares actually subscribed and to amend the bylaws accordingly, to carry out, directly or through an agent, all transactions and formalities related to the share capital increases and, if applicable, to charge the costs of the share capital increases against the amount of the premiums relating to these increases and to deduct from this amount the sums necessary to bring the legal reserve up to one-tenth of the new capital after each increase,

**set** at twenty-six (26) months, as from this day, the period of validity of the delegation which is the subject of the present delegation, it being specified that this delegation terminates any previous delegation having the same purpose.

#### **Twenty-eighth Resolution**

*Powers granted for purposes of legal formalities*

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings, grants full powers to any bearer of an original, a copy or a certified extract of the minutes of this meeting, to carry out any filing, advertisement or other formalities required.

### **RESOLUTIONS UNDER THE COMPETENCE OF THE ORDINARY GENERAL MEETING**

#### **Twenty-ninth Resolution**

*Approval of commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022 (agreements referred to in Article L. 225-38 of the French Commercial Code)*

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the statutory auditors' special report,

approves the commitments concerning the payment of a non-competition indemnity and a termination indemnity between the Company and Mr. Karl Rotthier dated May 4, 2022, described in the statutory auditors' special report, which the Board of Directors authorized at its meeting of May 4, 2022.