



Public limited company with a capital of 95,589.777 euros
Registered office: 15, rue Traversière - 75012 Paris
890 974 413 Companies Register of Paris

(the "**Company**")

<p>COMBINED GENERAL MEETING OF SHAREHOLDERS DATED MAY 21, 2025</p>
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AGENDA

Ordinary:

1. Approval of the parent company financial statements for the year ended December 31, 2024,
2. Approval of the consolidated financial statements for the year ended December 31, 2024,
3. Allocation of loss for the financial year ended December 31, 2024,
4. Approval of the regulated agreements entered into between the Company's affiliates and Sanofi Group,
5. Determination of the total remuneration granted to the Company's Board of Directors,
6. Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code relating to remuneration paid during or awarded in respect of the financial year ended December 31, 2024 to corporate officers,
7. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Ms. Viviane Monges, in respect of her office as Chair of the Board of Directors of the Company until December 9, 2024,
8. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Mr. Emmanuel Blin, in respect of his office as Chair of the Board of Directors of the Company with effect from December 9, 2024,
9. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Ms. Viviane Monges, in respect of her office as Chief Executive Officer until February 28, 2024,
10. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Mr. Ludwig de Mot, in respect of his office as Chief Executive Officer of the Company from February 28, 2024 until December 9, 2024,
11. Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same year to Mr. David Seignolle, in respect of his office as Chief Executive Officer of the Company with effect from December 9, 2024,

12. Approval of the remuneration policy for members of the Board of Directors,
13. Approval of the remuneration policy for Mr. Emmanuel Blin, Chair of the Board of Directors,
14. Approval of the remuneration policy for Mr. David Seignolle, Chief Executive Officer of the Company,
15. Authorization to be granted to the Board of Directors to purchase, hold or transfer shares in the Company,

Extraordinary:

16. Authorization for the Board of Directors to reduce the share capital by cancelling shares under the authorization to repurchase the Company's own shares,
17. 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,
18. 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 paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code),
19. 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, pursuant to 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,
20. 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 Seventeenth resolution, the Eighteenth resolution and the Nineteenth resolution above,
21. 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 preferential subscription rights for shareholders for the benefit of categories of beneficiaries,
22. 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 tender offer with an exchange component made by the Company,
23. Delegation of powers 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 other than pursuant to an exchange offer,
24. Overall limits on the amount of issuances made pursuant to the delegations set out in the above resolutions and in the Twenty-Ninth resolution below,
25. Delegation of authority to the Board of Directors to increase the capital by incorporating premiums, reserves, profits or other items,
26. Authorization to be granted to the Board of Directors to grant options to subscribe for or purchase the Company's shares, which results in the waiver by the shareholders of their preferential subscription rights,

- 27. Authorization to be granted to the Board of Directors to grant free shares, existing or to be issued, which results in the waiver by the shareholders of their preferential subscription rights,
- 28. Overall limits on the amount of issuances that may be made under the authorizations to be granted to the Board of Directors for the purpose of granting stock options or free shares,
- 29. 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 employees participating in the Company's savings plan,
- 30. Amendment to Article 13 of the Company's Articles of Association relating to meetings and deliberations of the Board of Directors,

Ordinary:

- 31. Powers for formalities.

TEXT OF THE RESOLUTIONS

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

First resolution

Approval of the parent company financial statements for the year ended December 31, 2024

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

having reviewed the financial statements for the year ended December 31, 2024, the Board of Directors' report, including the management report and the corporate governance report, and the statutory auditors' report on the financial statements,

approves, in their entirety and without reservation, the financial statements for the year ended December 31, 2024, as presented, together with the transactions reflected in those financial statements and summarised in those reports,

notes that the financial statements for the year do not show any expenses or charges as referred to in Article 39-4 of the French General Tax Code.

Second resolution

Approval of the consolidated financial statements for the year ended December 31, 2024

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

having read the Board of Directors' report on the management of the group included in the management report for the financial year ended December 31, 2024, in accordance with Article L. 233-26 of the French Commercial Code, and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2024,

approves, in their entirety and without reservation, the consolidated financial statements for the year ended December 31, 2024 as presented to them, together with the transactions reflected in those financial statements and summarised in the Group management report.

Third resolution

Allocation of loss for the financial year ended December 31, 2024

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

having reviewed the Board of Directors' management report and the Statutory Auditors' reports, noting that the loss for the year ended December 31, 2024 amounts to 48,108,681.15 euros,

resolves to allocate the said loss to the retained earnings account, which will consequently amount to 798,533,007.06 euros.

In accordance with Article 243 bis of the French General Tax Code, no dividend was paid in respect of the last three financial years.

Fourth resolution

Approval of the regulated agreements entered into between the Company's affiliates and Sanofi Group

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

having reviewed the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code,

approves the following agreements:

- (i) agreement entitled "New reverse Manufacturing & Supply Agreement ("new rMSA A")", dated May 17, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (ii) agreement entitled "First Amendment to the reverse Manufacturing & Supply Agreement relating to B12 Salts ("rMSA B12")", dated July 29, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (iii) agreement entitled "Letter Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA")", dated September 10, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (iv) agreement entitled "Term Sheet relating to the Global Manufacturing & Supply Agreement ("GMSA")", dated September 24, 2024, concluded between Euroapi France, Euroapi UK and Sanofi Winthrop Industrie,
- (v) agreement entitled "Letter Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA")", dated October 4, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (vi) agreement entitled "Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA")", dated September 30, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (vii) agreement entitled "Letter Agreement relating to the Global Manufacturing & Supply Agreement ("GMSA")", dated September 30, 2024, concluded between Euroapi France and Sanofi Winthrop Industrie,
- (viii) agreement entitled "Three amendments to the Storage and Distribution Service Agreement" dated 01/11/2021, respectively executed on January 31, 2023, October 9, 2023 and December 31, 2024, concluded between Euroapi Germany and Sanofi Aventis Deutschland GmbH.

Fifth resolution

Determination of the total remuneration granted to the Company's Board of Directors

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

having reviewed the Board of Directors' report,

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

resolves to set at 450,000 euros the total remuneration granted to members of the Board of Directors in respect of their activities during the current financial year and 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 referred to in I of Article L. 22-10-9 of the French Commercial Code relating to remuneration paid during or awarded in respect of the financial year ended December 31, 2024 to corporate officers

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

having reviewed the Board of Directors' report on corporate governance,

approves, pursuant to Article L. 22-10-34, paragraph I of the French Commercial Code, the information referred to in Article L. 22-10-9, paragraph I of the French Commercial Code concerning remuneration of any kind paid during or awarded in respect of the financial year ended December 31, 2024 to corporate officers, as described in the aforementioned report included in the Company's 2024 Universal Registration Document, in Section 2.3.2.

Seventh resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Ms. Viviane Monges, in respect of her office as Chair of the Board of Directors of the Company, until December 9, 2024

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year 2024 or awarded in respect of the same financial year to Ms. Viviane Monges, Chair of the Board of Directors, until December 9, 2024, in respect of her office, as decided by the Board of Directors and detailed in the said report in the Company's 2024 Universal Registration Document, in Section 2.3.3.

Eighth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Mr. Emmanuel Blin, in respect of his office as Chair of the Board of Directors of the Company with effect from December 9, 2024

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year 2024 or awarded in respect of the same financial year to Mr. Emmanuel Blin, Chair of the Board of Directors of the Company, with effect from December 9, 2024, in respect of his office, as decided by the Board of Directors and detailed in the said report in the Company's 2024 Universal Registration Document, in Section 2.3.4.

Ninth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Ms. Viviane Monges, in respect of her office as Chief Executive Officer until February 28, 2024

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year 2024 or awarded in respect of the same financial year to Ms. Viviane Monges, Chief Executive Officer of the Company until February 28, 2024, in respect of her office, as decided by the Board of Directors and detailed in the said report in the Company's 2024 Universal Registration Document, in Section 2.3.3.

Tenth resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same financial year to Mr. Ludwig de Mot, in respect of his office as Chief Executive Officer of the Company from February 28, 2024 until December 9, 2024

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year 2024 or awarded in respect of the same financial year to Mr. Ludwig de Mot, Chief Executive Officer of the Company from, March 1, 2024 until December 9, 2024, in respect of his office, as decided by the Board of Directors and detailed in the said report in the Company's 2024 Universal Registration Document, in Section 2.3.5.

Eleventh resolution

Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2024 or awarded in respect of the same year to Mr. David Seignolle, in respect of his office as Chief Executive Officer of the Company with effect from December 9, 2024

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-34 of the French Commercial Code,

approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year 2024 or awarded in respect of the same financial year to Mr. David Seignolle, Chief Executive Officer of the Company, with effect from December 9, 2024, in respect of his office, as decided by the Board of Directors and detailed in the said report in the Company's 2024 Universal Registration Document, in Section 2.3.6.

Twelfth resolution

Approval of the remuneration 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 Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for members of the Board of Directors in respect of the financial year 2025, as set out in the aforementioned report in the Company's 2024 Universal Registration Document, in Section 2.3.1.

Thirteenth resolution

Approval of the remuneration policy for Mr. Emmanuel Blin, Chair of the Board of Directors

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for Mr. Emmanuel Blin, Chair of the Board of Directors, in respect of the financial year 2025, as set out in the aforementioned report in the Company's 2024 Universal Registration Document, in Section 2.3.1.

Fourteenth resolution

Approval of the remuneration policy for Mr. David Seignolle, Chief Executive Officer of the Company

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

having reviewed the Board of Directors' report on corporate governance, pursuant to the provisions of paragraph II of Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for Mr. David Seignolle, Chief Executive Officer of the Company, for the financial year 2025, as set out in the said report contained in the Company's 2024 Universal Registration Document, in Section 2.3.1.

Fifteenth resolution

Authorization to be granted to the Board of Directors to purchase, hold or transfer shares in the Company

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

having reviewed the Board of Directors' report,

authorizes the Board of Directors, with powers to subdelegate within the law, for a period of eighteen (18) months from the date hereof, to acquire, in accordance with the conditions set out in Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, in Articles 241-1 to 241-5 of the General Regulations of the Autorité des marchés financiers and by Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, shares in the Company, acquisitions made by the Company may under no circumstances result in the Company holding at any time more than 10% of the shares comprising its share capital,

resolves that the shares may be acquired, sold, exchanged or transferred by any means, on one or more occasions, on the stock market or privately, including by block purchases or sales, public offers, the use of options or derivatives, in compliance with applicable regulations,

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

- to ensure the liquidity of the Company's shares under a liquidity contract entered into with an independent investment services provider that complies with a code of conduct recognized by the Autorité des marchés financiers;
- to use all or part of the shares acquired to satisfy obligations under stock option plans, free share grants, employee savings plans or other grants of shares to employees and executive directors of the Company or of companies that are or will be affiliated to it, and to carry out any hedging

transactions relating to these transactions under the conditions and in accordance with the provisions of the applicable laws and regulations;

- to deliver shares for the exercise of rights associated with securities giving entitlement to the grant of shares in the Company, and to carry out any hedging transactions relating to such transactions under the conditions and in accordance with the provisions of the applicable laws and regulations;
- to purchase shares to be held and subsequently used in exchange or as consideration for acquisitions, mergers, demergers or asset-for-share exchanges, in particular in compliance with stock market regulations;
- to cancel all or some of the shares so repurchased, subject to the adoption of the Sixteenth resolution below and, if so, in accordance with the terms set out therein; or
- more generally, to operate for any purpose that may be authorized by law or any market practice that may be accepted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release,

resolves to set the maximum unit purchase price per share (excluding costs and commissions) at 15 euros, with an overall limit of nine million five hundred thousand (9,500,000) euros, it being specified that this purchase price will be subject to any adjustments necessary to take account of any transactions affecting the share capital (in particular in the event of the capitalization of reserves and the grant of free shares, share splits or reverse splits) that may take place during the validity period of this authorization,

resolves 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 making up the share capital at any time, this percentage applying to a share capital number adjusted to reflect transactions affecting it subsequently, it being specified that, in accordance with the law, (i) when the shares are purchased to promote the liquidity of the Company's shares under the conditions set out in the General Regulations of the Autorité des Marchés Financiers, the number of shares taken into account for the calculation of this limit will be equal to the number of shares purchased less the number of shares resold during the term of the authorization and (ii) when they are acquired with a view to their retention and subsequent delivery as payment or exchange as part of a merger, demerger or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

grants full powers to the Board of Directors, with powers to subdelegate within the law, to implement this authorization, in particular to decide whether to launch a share repurchase programme and to set the terms and conditions thereof, to place any stock market orders and to sign any deeds of sale or transfer, enter into any agreements, liquidity contracts and option contracts, make all declarations to the Autorité des Marchés Financiers and any other body, and perform all necessary formalities, in particular allocating or reallocating the shares acquired for the various formalities, and generally do all that is necessary,

resolves that, without the prior authorization of the General Meeting, the Board of Directors may not make use of this delegation of authority from the date on which a third party submits a proposed tender offer for the Company's shares until the end of the offer period,

notes that this resolution supersedes the authorization of the same nature granted to the Board of Directors in the Eighteenth resolution of the General Meeting of May 22, 2024, at the close of this General Meeting, to the extent, where appropriate, of the unused portion thereof.

RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

Sixteenth resolution

Authorization for the Board of Directors to reduce the share capital by cancelling shares under the authorization to repurchase the Company's own shares

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

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

subject to the adoption of the Fifteenth resolution above,

authorizes the Board of Directors, in accordance with Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, for a period of eighteen (18) months from today, to cancel, on one or more occasions, up to a maximum of 10% of the share capital per twenty-four (24) month period, all or some of the shares acquired by the Company and to reduce, as appropriate, the share capital, in the proportions and at the times it sees fit, it being specified that this limit applies to an amount of share capital which may be adjusted to take account of any transactions affecting it subsequent to the date of this Meeting,

resolves that any excess of the purchase price of the shares over their par value will be deducted from share, merger or contribution premiums or from any available reserve, including the legal reserve, provided that the latter does not fall below 10% of the Company's share capital after the capital reduction,

grants full powers to the Board of Directors, with powers to subdelegate within the law, to perform any actions, formalities or declarations with a view to finalizing any capital reductions that may be made under this authorization, and to amend the Company's Articles of Association accordingly,

notes that this resolution supersedes the authorization of the same nature granted to the Board of Directors in the Nineteenth resolution of the General Meeting of May 22, 2024, at the close of this General Meeting, to the extent, where appropriate, of the unused portion thereof.

Seventeenth 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 Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2 to L. 225-129-6, L. 225-132 to L. 225-134, and with Articles L. 228-91 et seq. and Article L. 22-10-49 of said Code,

delegates 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 grant 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,

decides 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,

decides that the maximum nominal amount of the capital increases that may be made, immediately and/or in the future, pursuant to 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 made immediately or in the future pursuant to this delegation of authority shall be deducted from the amount of the capital increase overall limit set out in paragraph a) of the Twenty-Fourth resolution below;
- to this limit shall be added, as applicable, the par value of the shares to be issued to preserve, in accordance with the law and, where applicable, with applicable contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

decides 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 debt securities issuance overall limit referred to in paragraph c) of the Twenty-Fourth 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 set forth in Article L. 228-40 of the French Commercial Code, or in the other cases, under the conditions set forth by the Company in accordance with Article L. 228-36-A of the French Commercial Code,

decides 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 pursuant to this resolution,

decides 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,

decides 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,

decides that the issuances of warrants to subscribe for shares of the Company may be made by cash subscription, but also by free grant to the owners of the existing shares,

decides that in the event of a free grant of warrants, the Board of Directors shall have the option to decide that fractional grant rights shall not be negotiable and that the corresponding securities shall

be sold,

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

resolves that the Board of Directors shall have full powers to implement this authorization in accordance with the law and the Company's Articles of Association, 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 grant in any other way of equity securities or securities giving access to the capital, within the limits set out in this resolution,

decides that the Board of Directors shall have full powers, with the option of delegation and sub-delegation under the conditions prescribed by law, to implement this 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 Articles of Association, 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 contractual provisions;
- record the completion of the capital increases resulting from this resolution and amend the Articles of Association 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 Paris or any other market on which the Company's shares may then be listed,

notes 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,

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

decides 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.

Eighteenth 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 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 and the report of the statutory auditors,

in accordance with 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. 225-135-1 and L. 225-136, and with Articles L. 228-91 to L. 228-93 and Articles L. 22-10-49, L. 22-10-51 et L. 22-10-52 of said Code,

delegates 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 grant 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,

decides that the issuances likely to be made pursuant to this resolution may be made by public offerings which may be combined, under one or more issues made simultaneously, with an offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code to qualified investors,

decides that the maximum nominal amount of the capital increases that may be made, immediately and/or in the future, pursuant to this resolution, is set at nine million and five hundred thousand (9,500,000) 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 made immediately or in the future pursuant to this delegation shall be deducted from the amount of the capital increase overall limit set out in paragraph a), and from the amount of the global sub-limit of capital increase without preferential subscription rights set out in paragraph b) of the Twenty-Fourth resolution below;
- to these limits shall be added, as applicable, the nominal value of the shares to be issued to preserve, in accordance with the law and, as applicable, with applicable contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

decides 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 debt securities issuance overall limit referred to in paragraph c) of the Twenty-Fourth 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 set forth in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions set out by the Company in accordance with Article L. 228-36-A of the French Commercial Code,

decides 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 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,

acknowledges, insofar as is necessary, that this delegation automatically results in 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,

decides 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,

decides that, in accordance with Article L. 22-10-52 of the French Commercial Code, the Board of Directors may freely set the issue price of the shares issued directly, provided that the issue price of the shares is at least equal to the volume-weighted average of the Company's share prices on the regulated market of Euronext Paris over the last three (3) trading days preceding the setting of the issue price, possibly reduced by a maximum discount of 5%, it being specified that the issue price of the securities giving access to the share 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 issuance of these securities, at least equal to the issue price defined above,

decides that the Board of Directors shall have full powers to implement this delegation of authority, in accordance with the conditions prescribed by law and the Articles of Association, and in particular, without this list being exhaustive, to set 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 grant in any other way of equity securities or securities giving access to the capital within the limits provided for in this resolution,

decides that the Board of Directors shall have full powers, with the option of delegation and sub-delegation under the conditions set forth by law, to implement this 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 completion and to make the corresponding amendments to the Articles of Association, 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, 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,

acknowledges 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,

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

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

Nineteenth 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, pursuant to 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 Articles L. 225-129 et seq. of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-135 and L. 225-136, and with Articles L. 228-91 to L. 228-93, L. 22-10-49 and L. 22-10-52 of said Code and paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code,

delegates 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 grant 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,

decides that the issues likely to be made pursuant to this resolution may be made 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,

decides that the total nominal amount of the share capital increases that may be made immediately and/or in the future, pursuant to this delegation, may not exceed nine million and five hundred thousand (9,500,000) 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), nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue, 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, applicable contractual provisions, the rights of holders of securities giving access to the capital and other rights giving access to the capital,

decides, furthermore, that the nominal amount of any increase in share capital that may be made accordingly shall be deducted from the amount of the capital increase overall limit set out in the paragraph a), and from the amount of the global sub-limit of capital increase without preferential subscription rights set out in paragraph b) of the Twenty-Fourth resolution below,

decides 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 amount shall be increased, where applicable, by any redemption premium above par;
- this amount will be deducted from the debt securities issuance overall limit referred to in paragraph c) of the Twenty-Fourth 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 set forth 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,

decides 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,

decides 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,

decides that, in accordance with Article L. 22-10- 52 of the French Commercial Code, the Board of Directors may freely set the issue price of the shares issued directly, provided that the issue price of the shares is at least equal to the volume-weighted average of the Company's share prices on the regulated market of Euronext Paris over the last three (3) trading days preceding the setting of the issue price, possibly reduced by a maximum discount of 5%, it being specified that the issue price of the securities giving access to the share 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 issuance of these securities, at least equal to the issue price defined above,

acknowledges that this delegation of authority automatically results in the 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,

decides that the Board of Directors shall have full powers to implement this delegation of authority, in accordance with the conditions prescribed by law and the Articles of Association, 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 grant in any other way of equity securities or securities giving access to the capital within the limits provided for in this resolution,

decides that the Board of Directors shall have full powers, with the option of delegation and sub-delegation under the conditions set forth by law, to implement this 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 completion and to make the corresponding amendments to the Articles of Association, and, more generally:

- set, 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, 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 Paris or any other market on which the Company's shares would then be listed,

acknowledges 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,

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

decides 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.

Twentieth 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 Seventeenth resolution, the Eighteenth resolution and the Nineteenth 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 Articles L. 225-129 et seq. of the French Commercial Code and in particular Articles L. 225-129-2 and L. 225-135-1, and with Articles L. 228-91 to L. 228-93 of said Code,

delegates to the Board of Directors its authority to increase the amount of issues with or without pre-emptive subscription rights that may be decided pursuant to the Seventeenth resolution, the Eighteenth resolution and the Nineteenth resolution above, within the applicable limits for each of these resolutions, within 15 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 10% of the initial issue, said shares conferring the same rights as the existing shares, subject to their date of dividend entitlement,

acknowledges 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,

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

decides 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.

Twenty-First 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 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 Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-138 and the provisions of Articles L. 228-91 et seq. and L. 22-10-49 of said Code,

delegates 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,

decides that the total nominal amount of the capital increases that may be made pursuant to this delegation may not exceed four million seven hundred thousand (4,700,000) euros, it being specified that this amount will be deducted from the amount of the capital increase overall limit set forth in the

paragraph a), and from the amount of the global sub-limit of capital increase without preferential subscription rights set forth in paragraph b) of the Twenty-Fourth resolution below. To these limits 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,

decides 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 debt securities issuance overall limit referred to in the paragraph c) of the Twenty-Fourth resolution below,

decides 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) individuals or legal entities (including companies), trusts or investment funds, or other investment vehicles, whatever their form, under French or foreign law, that, on a regular basis, invest in the pharmaceutical, chemical, biotech or medical technology sectors; and/or
- (ii) companies, institutions, groups or entities, regardless of their form, under French or foreign law, that carry out a significant portion 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,

decides 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,

decides that if the subscriptions have not absorbed the entire issue of shares or securities giving access to the capital issued pursuant to this 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,

notes that this delegation results in 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 this delegation may give entitlement,

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

- regarding the issue price of the ordinary shares, 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 5%, 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;

- regarding the issue price of the securities giving access to the capital, 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,

decides 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 terms 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;
- record the completion of the capital increases resulting from this delegation and amend the Articles of Association accordingly, as well as perform all formalities and declarations and request all authorizations that may be necessary for the completion and proper execution of these issues,

acknowledges 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,

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

decides 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.

Twenty-Second 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 tender offer with an exchange component made 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 Articles L. 225-129 to L. 225-129-6 of the French Commercial Code, and with Articles L. 228-91, L. 228-92, L.22-10-49 and L. 22-10-54 of said Code,

delegates 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 into a tender offer with an exchange component made 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,

decides 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,

acknowledges, insofar as is necessary, that this delegation of authority automatically results in 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,

decides that the total nominal amount of the share capital increases likely to be made immediately and/or in the future, pursuant to this delegation, may not exceed nine million and five hundred thousand (9,500,000) euros, it being specified that:

- the maximum nominal amount of the capital increases that may be made immediately or in the future, pursuant to this delegation shall be deducted from the amount of the capital increase overall limit set forth in the paragraph a), and from the amount of the global sub-limit of capital increase without preferential subscription rights set forth in paragraph b) of the Twenty-Fourth resolution below;
- to these limits 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 provisions, the rights of the holders of securities giving access to the capital,

decides 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 debt securities issuance overall limit referred to in paragraph c) of the Twenty-Fourth 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 set out 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 Article L. 228-36-A of the French Commercial Code,

decides that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions prescribed by law, to implement this delegation and, in particular, to:

- set 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 tender offer with including an exchange component, or an alternative purchase or exchange offer, on a principal basis, combined with a public exchange or purchase offer 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,

decides 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 made under the delegation conferred on it pursuant to this resolution against the amount of the premiums relating to these transactions 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 transaction;
- take any decision with a view to the admission of the shares and securities thus issued to trading on the regulated market of Euronext 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 perform 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 Articles of Association;

decides that the Board of Directors shall not, without the prior authorization of the general meeting, make use of this delegation of authority as from the filing by a third party of a proposed tender offer for the Company’s securities and until the end of the offer period,

decides 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.

Twenty-Third resolution

Delegation of powers 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 other than pursuant to an exchange offer

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 Articles L. 225-129 et seq. of the French Commercial Code and in particular Articles L. 225-147, L. 228-91 et seq., L. 22-10-49 and L. 22-10-53 of said Code,

delegates 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,

decides 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,

acknowledges, insofar as is necessary, that this delegation results, by operation of law, in favor of the holders of the securities thus issued, if any, in an express waiver by the shareholders' of their preferential subscription rights to the shares to which these securities will entitle them,

decides that the total nominal amount of the share capital increases likely to be made immediately and/or in the future, pursuant to this delegation may not exceed 10% of the Company's share capital (as it exists on the date of the transaction), 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, contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

decides furthermore that the nominal amount of any share capital increase that may be made accordingly shall be deducted from the amount of the capital increase overall limit set forth in paragraph a), and from the amount of the global sub-limit of capital increase without preferential subscription rights set forth in paragraph b) of the Twenty-Fourth resolution below,

decides 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 debt securities issuance overall limit referred to in paragraph c) of the Twenty-Fourth 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 set forth 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,

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

acknowledges 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 in consideration for 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 Articles of Association, to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext 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,

decides 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.

Twenty-Fourth resolution

Overall limits on the amount of issuances made pursuant to the delegations set out in the above resolutions and in the Twenty-Ninth 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,

decides that:

- (a) the maximum aggregate nominal amount of capital increases that may be made by issuance with or without preferential subscription rights under the delegations granted in the Seventeenth resolution, the Eighteenth resolution, the Nineteenth resolution, the Twentieth resolution, the Twenty-First resolution, the Twenty-Second resolution and the Twenty-Third resolution above and the Twenty-Ninth 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 shall be added to this overall limit, as applicable, 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;
- (b) the maximum aggregate nominal amount of capital increases that may be made without preferential subscription rights under the delegations granted in the Eighteenth resolution, the Nineteenth resolution, the Twentieth resolution, the Twenty-First resolution, the Twenty-Second resolution and the Twenty-Third resolution above and the Twenty-Ninth resolution below is set at nine million and five hundred thousand (9,500,000) euros (or the equivalent value of this amount in the event of an issue in another currency), it being specified that shall be added to this sub-limit 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;

- (c) 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 limit 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-Fifth resolution

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

The general meeting, voting under the quorum and majority conditions set out 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 Articles L. 225-129, L. 225-129-2 to L. 225-130 and L. 22-10-50 of the French Commercial Code,

delegates 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 Articles of Association, and in the form of a grant of newly-issued free 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,

decides that the total nominal amount of the share capital increases likely to be made immediately and/or in the future may not exceed nine million and five hundred thousand (9,500,000) 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 provisions, the rights of the bearers of securities or other rights giving access to shares, it being specified that this limit is set autonomously and distinctly from the limits referred to in the Twenty-Fourth resolution above,

decides, in accordance with Article L. 225-130 of the French Commercial Code, that in the event of the Board of Directors making use of this 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 set forth by the regulations,

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

decides that this authorization terminates any previous authorization having the same purpose.

Twenty-Sixth resolution

Authorization to be granted to the Board of Directors to grant options to subscribe for or purchase the Company's shares, which results in the waiver by the 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,

in accordance with Articles L. 225-177 et seq. of the French Commercial Code,

authorizes the Board of Directors, pursuant to 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 set forth by 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 limit set forth in the Twenty-Eighth resolution below;
- 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,

specifies that the Board of Directors must, 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 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 said Code, or the implementation by the Company of a profit-sharing or incentive agreement within the Company and 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 said Code),

decides 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 grant of the purchase or subscription options as applicable,

decides 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 prescribed 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 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,

decides 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,

decides 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 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 (e.g., increase in share capital, contribution of securities and sale of shares) 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),

decides 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,

sets 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,

grants full powers to the Board of Directors, with the option of sub-delegation under the conditions prescribed by law, 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 set 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 forth 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, 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 pursuant to the authorization covered by this 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 Articles of Association accordingly and, in general, to do whatever is necessary,

decides that the Board of Directors shall not, without the prior authorization of the general meeting, make use of this authorization as from the filing by a third party of a proposed tender offer for the Company's securities and until the end of the offer period,

decides that the Board of Directors shall inform the ordinary general meeting each year, under the conditions provided for by the legal and regulatory provisions in force, of the transactions made under this resolution,

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

Twenty-Seventh resolution

Authorization to be granted to the Board of Directors to grant free shares, existing or to be issued, which results in the waiver by the 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 of the Company and the report of the statutory auditors,

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

authorizes 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,

decides that the Board of Directors, to be able to proceed with the grant 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 Article L. 22-10-60 of the French Commercial Code,

decides that the total number of shares that may be granted free of charge by the Board of Directors, pursuant to this authorization, may not exceed 0.8% 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 limit set out in the Twenty-Eighth resolution below,

decides that the total number of shares that may be granted under this authorization to corporate officers may not represent more than 0.25% of the Company's share capital on the date of the decision by the Board of Directors to grant them,

decides 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,

decides, notwithstanding the above, that the shares will be definitively granted 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 set forth in Article L. 341-4 of the French Social Security Code, and, in this case, that the shares will immediately become freely transferable,

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

acknowledges that this resolution results, insofar as is necessary, in 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 completion of which all powers are delegated to the Board of Directors,

delegates to the Board of Directors, with the option of sub-delegation under the conditions prescribed by law, 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 grant of these shares;
- to determine, where applicable, the performance conditions to be met in order for the grant 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 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,

decides that the Board of Directors shall not, without the prior authorization of the general meeting, make use of this authorization as from the filing by a third party of a proposed tender offer for the Company's securities and until the end of the offer period,

decides 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 made under this resolution,

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

Twenty-Eighth resolution

Overall limits on the amount of issuances that may be made 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,

decides that the sum of (i) the shares that may be issued or acquired upon exercise of the options granted under the Twenty-Sixth resolution above and (ii) the shares that may be granted free of charge under the Twenty-Seventh resolution above may not exceed nine million and five hundred thousand (9,500,000) 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 limit.

Twenty-Ninth 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 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, on the one hand, with Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, and, on the other hand, with Articles L. 3332-18 et seq. of the French Labor Code,

delegates 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"),

decides 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 pursuant to this delegation, the said shareholders also waiving any right to the free grant of shares or securities giving access to the capital which would be issued pursuant to this delegation, as well as to the shares to which the securities would give right,

decides that the total nominal amount of the capital increases likely to be made 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 nominal value of the shares to be issued, in respect of the adjustments, to preserve, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

specifies that these limits will be deducted from the limits set out in the Twenty-Fourth resolution above,

decides that the issue price of the shares or new securities giving access to the share capital will be determined in accordance with the conditions set forth 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 regulated market of Euronext Paris 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,

decides, pursuant to Article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for the grant, 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 monetary countervalue, evaluated at the subscription price, does not have the effect of exceeding the statutory or regulatory limits,

decides that the Board of Directors shall have full powers to implement this delegation, with the option of sub-delegation under the conditions prescribed by law and under the conditions set forth above, 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 made 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 Articles of Association 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,

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

Thirtieth resolution

Amendment to Article 13 of the Company's Articles of Association relating to meetings and deliberations of the Board of Directors

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

having reviewed the report of the Board of Directors,

decides to amend the provisions of the 10th and 14th paragraphs of Article 13 of the Company's Articles of association (Meetings and deliberations of the Board of Directors) to reflect the new provisions of Article L. 225-37 of the French Commercial Code introduced by Law No. 2024-537 of June 13, 2024 aimed at increasing corporate financing and the attractiveness of France as follows:

Articles of association	
ARTICLE 13 – MEETINGS AND DELIBERATIONS OF THE BOARD OF DIRECTORS	
Current provisions	New provisions
Paragraph 10	
Any internal regulations adopted by the Board of Directors may provide, in particular, that for the purposes of calculating quorum and majority, directors who participate in the Board meeting by videoconference or telecommunication means in accordance with the regulations in force shall be deemed to be present. This provision does not apply to the adoption of decisions referred to in Articles L. 232-1 and L. 233-16 of the French Commercial Code.	Any internal regulations adopted by the Board of Directors may provide, in particular, that for the purposes of calculating quorum and majority, directors who participate in the Board meeting by videoconference or telecommunication means in accordance with the regulations in force shall be deemed to be present.
Paragraph 14	
Decisions falling under the specific powers of the Board of Directors contained in Article L. 225-24 of the French Commercial Code, the last paragraph of Article L. 225-35 of the French Commercial Code, the second paragraph of Article L. 225-36 of the French Commercial Code and Section I of Article L. 225-103 of the French Commercial Code, as well as decisions to transfer the registered office within France, may be made by written consultation of the directors of the Company.	The decisions of the Board of Directors may be taken by means of written consultation, including by electronic means. A proposal for a decision together with the background information shall be sent by the Chairman to all the directors in writing, including by electronic means. This proposal should allow each director to respond "for", "against", to abstain or to make any observations. The time limit for the directors' response may not exceed 7 working days or any other shorter period set by the Chairman if the context and nature of the decision so require. The absence of any response corresponds to non-participation. Any director may object to the decision-making process, within the period indicated in the above-mentioned proposal.

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

Thirty-First resolution

Powers for formalities

The General Meeting, voting on the quorum and majority conditions for ordinary general meetings, confers full powers on any bearer of an original, copy or certified extract of the minutes of this meeting to carry out any filing, publication or other formalities required.