

EUTELSAT COMMUNICATIONS

A public limited company (société anonyme) with a capital of 475,178,378 Euros
Registered Office: 32, boulevard Gallieni – 92130 Issy-les-Moulineaux
481 043 040 RCS Nanterre

MINUTES OF THE COMBINED GENERAL MEETING OF 23 NOVEMBER 2023

On the 23rd of November, two thousand and twenty-three,
at 2 p.m.,

The Combined General Meeting of Eutelsat Communications, a public limited company with share capital of 475,178,378 euros, divided into 475,178,378 shares (the "**Company**"), was held at the Tour Accor Sequana, 82 rue Henri Farman, 92130 Issy-les-Moulineaux, France, at the invitation of the Chairman of the Board of Directors, in accordance with the provisions of the law and the company's articles of association.

An attendance sheet was drawn up and signed by each person present at the start of the meeting.

Mr Dominique D'Hinnin, Chairman of the Board of Directors, chaired the Meeting.

Bpifrance Participations represented by Mr Vladislav Tcaci and FSP represented by Mr Claude Heriard Dubreuil, the two shareholders present and holding the largest number of votes and accepting these duties, were appointed as scrutineers.

Mr David Bertolotti, Company Secretary, was appointed as Secretary by the bureau so constituted.

Mazars, represented by Mr Achour Messas, and Ernst & Young et Autres, represented by Mr Nicolas Macé, Statutory Auditors, duly convened, are present.

A bailiff was also present at the General Meeting.

The Secretary noted that at the start of the meeting, the shareholders represented by proxy or voting by post held 397,408,584 shares representing the same number of voting rights, or 83.72% of the 474,715,880 shares with voting rights.

Consequently, and in accordance with the law and the company's articles of association, there was a quorum, and the Meeting, duly constituted, may validly deliberate on both an ordinary and an extraordinary basis.

The Secretary of the Meeting noted that the legal formalities had been completed and that the Meeting had been convened in accordance with legal requirements and that the documents and information required by law had been sent to shareholders who had requested them and to the Statutory Auditors or made available to them at the registered office and on the website at least 21 days before the Meeting.

The Secretary recalled the legal formalities completed, and in particular the fact that the Company had published:

- a meeting notice in the Bulletin des Annonces Légales Obligatoires (BALO) no.18 October 2023,
- a convening notice in the Bulletin des Annonces Légales Obligatoires (BALO) no. 134 of 8 November 2023,
- a convening notice no. 705350 published in Actu-juridique.fr on 8 November 2023.

The Secretary then reminded the meeting that:

- the list of the Company's shareholders was drawn up in accordance with the law and made available to shareholders at the registered office fifteen (15) days before the date of this Meeting, and
- all the registered shareholders, together with the Statutory Auditors, were convened by individual letters dated 8 November 2023, in the form and within the time limits prescribed by law.

The Secretary added that the Company had received one written question and had not received any requests for items or draft resolutions to be included on the agenda from its shareholders.

The following documents were placed on the desk by the Secretary and made available to the shareholders:

- 1) The meeting notice in the Bulletin des Annonces Légales Obligatoires (BALO) no.18 October 2023;
- 2) The convening notice in the Bulletin des Annonces Légales Obligatoires (BALO) no. 134 of 8 November 2023;
- 3) The convening notice no. 705350 published in Actu-juridique.fr on 8 November 2023;
- 4) Copy of the convening notice sent to registered shareholders individually by post on 8 November 2023;
- 5) Copy of the convening notice sent to the Statutory Auditors by registered letter with acknowledgement of receipt dated 8 November 2023, and corresponding acknowledgement of receipt,
- 6) Agenda;
- 7) The Company's updated articles of association;
- 8) List of shareholders drawn up on 21 November 2023;
- 9) Draft resolutions submitted by the Board of Directors;
- 10) Board of Directors' report on the draft resolutions submitted;
- 11) Annual financial statements for the year ended 30 June 2023;
- 12) The Universal Registration Document, containing the Board of Directors' management report on the annual and consolidated financial statements for the year ended 30 June 2023, including in particular: a summary of business activity over the past financial year, a table of results over the past five (5) financial years, a table of fees paid to the Statutory Auditors, and the report on corporate governance drawn up in accordance with the provisions of Articles L. 225-37 et seq. of the French Commercial Code;
- 13) Statutory Auditors' report on the annual financial statements for the year ended 30 June 2023
- 14) Statutory Auditors' special report and supplementary special report on agreements governed by Article L. 225-38 of the French Commercial Code ;
- 15) Statutory Auditors' report on the capital reduction (resolution 16);
- 16) Statutory Auditors' report on the issue of shares and various securities with and/or without preferential subscription rights (resolutions 18, 19, 20, 23 and 24);
- 17) Statutory Auditors' report on the issue of ordinary shares and/or other securities of the Company reserved for members of a company savings scheme resolution 25).

The following documents were also made available:

- 1) Attendance sheet;
- 2) Proxies of shareholders represented ;
- 3) Remote voting / proxy forms ;
- 4) Copies of documents sent to shareholders at their request or made available to them at the registered office prior to the Meeting.

The Secretary gave a brief summary of the agenda for this Meeting, the full text of which had already been sent to shareholders with the convening meeting:

A° / Ordinary Resolutions

- Approval of the annual reports and financial statements for the financial year ended 30 June 2023 (resolution 1)
- Approval of the reports and consolidated financial statements for the financial year ended 30 June 2023 (resolution 2)
- Allocation of profits for the financial year ended 30 June 2023 (resolution 3)
- Approval of the Statutory Auditors' special report on related party agreements governed by Articles L. 225-86 et seq. of the French Commercial Code (resolution 4)
- Renewal of the appointment of Mazars as incumbent Statutory Auditors (resolution 5)
- Approval of the information relating to the remuneration of corporate officers for the financial year ended 30 June 2023 mentioned in Article L. 22-10-9-1 of the French Commercial Code (resolution 6)
- Approval of the fixed components of the total remuneration paid or awarded to Mr Dominique D'Hinnin, Chairman of the Board of Directors, in respect of his mandate for the financial year ended 30 June 2023 (resolution 7)
- Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or awarded to Ms Eva Berneke, Chief Executive Officer, in respect of her mandate for the financial year ended 30 June 2023 (resolution 8)
- Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or awarded to Mr Michel Azibert, Deputy Chief Executive Officer in respect of his mandate for the financial year ended 30 June 2023 (resolution 9)
- Approval of the remuneration policy for the Chairman of the Board of Directors (resolution 10)
- Approval of the remuneration policy for the Chief Executive Officer (resolution 11)
- Approval of the remuneration policy for the Deputy Chief Executive Officers (resolution 12)
- Approval of the remuneration policy for the Directors (resolution 13)
- Fixing the amount of remuneration of the Board of Directors (resolution 14)
- Authorisation to be granted to the Board of Directors to purchase the Company's own shares (resolution 15)

B° / Extraordinary Resolutions

- Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares acquired by the Company in connection with its share buy-back programme (resolution 16)
- Delegation of authority to the Board of Directors to increase the share capital by capitalisation of reserves, profits, premiums or other amounts that may be capitalised (resolution 17)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, maintaining shareholders' preferential subscription rights (resolution 18)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of the shareholders' preferential subscription rights, as part of a public offering (other than those referred to in Article L.411-2-1 of the French Monetary and Financial Code) (resolution 19)
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of the shareholders' preferential subscription rights, as part of a public offering as

referred to in Article L. 411-2-1 of the French Monetary and Financial Code, aimed exclusively at qualified investors and/or a restricted circle of investors (resolution 20)

- Authorisation for the Board of Directors, in the event of the issue of ordinary shares and/or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued by the Company, without preferential subscription rights, to fix the issue price in accordance with the terms and conditions set by the General Shareholders' Meeting, up to 10% of the capital per year (resolution 21)
- Authorisation for the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights, decided pursuant to resolutions 18 to 20 (resolution 22)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of preferential subscription rights, in the event of a public exchange offer initiated by the Company (resolution 23)
- Delegation of powers to the Board of Directors to increase the Company's share capital by issuing ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of shareholders' preferential subscription rights, in consideration for contributions-in-kind, up to 10% of the Company's share capital, except in the case of a public exchange offer initiated by the Company (resolution 24)
- Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving immediate and/or future entitlement to the Company's share capital, with cancellation of shareholders' preferential subscription rights, reserved for members of a Company or Group savings plan (resolution 25)

C° / Ordinary Resolutions

Powers for formalities (resolution 26)

The Chairman thanked the Secretary and acknowledged their statements.

Ms Eva Berneke, Chief Executive Officer, then presented shareholders with a summary of the Company's achievements and performance and its activities during the financial year. Mr Christophe Caudrelier, Chief Financial Officer, presented the Company's financial statements and results as of 30 June 2023 before giving the floor to Ms Eva Berneke, Chief Executive Officer for a presentation of the Company's outlook.

Ms Florence Parly, in her capacity as Chairwoman of the Remuneration Committee, then detailed the amounts paid during the financial year in respect of remuneration for corporate officers, and presented the proposed remuneration policy for corporate officers.

The Chairman then gave a summary presentation of the actions undertaken in the area of Corporate Social Responsibility (CSR).

The Chairman then gave the floor to the Statutory Auditors. Mr Achour Messas, representing Mazars, read out a summary of all their reports, on behalf of all the Statutory Auditors.

The Chairman then took the floor again and opened the question and answer session. The Secretary read out the written question received and answered it, pointing out that both the question and the answer are posted on the Company's website. Ms Eva Berneke and members of the Executive Board answered questions from shareholders on the following topics:

- the fall in the Company's share price over the last few years, its relationship with the announcement of the merger with OneWeb and the foreseeable consequences of a further fall;
- turnover and losses;
- the prospects for resuming dividend payments and the reason why they were suspended;
- the impact of the new Fitch rating;

- the Company's perspective on the growing number of low earth orbit constellations and the management of the risks associated with the very large number of LEO satellites;
- the variable component of the remuneration of corporate officers and the impact of the company's results on this;
- the new group logo;
- the Company's CSR policy (in particular the management of solar panels, the electricity consumption of servers, etc.) and its future commitments in this regard;
- management of the merger with OneWeb, its impact on the group's workforce and expected investments (in the short, medium and long term).

The Chairman, noting that there were no more questions from the shareholders, proposed to vote on the resolutions and gave the floor to the Secretary.

The Secretary noted from the attendance register, certified as true and accurate by the members of the bureau, the final quorum was 397,101,165 shares representing the same number of voting rights, i.e. 83.72% of the 474,715,880 shares with voting rights, and confirmed that the Meeting may therefore proceed to vote on the resolutions on the agenda, both on an ordinary and an extraordinary basis.

Attendees were reminded of how to use the voting tablets.

The Secretary then put the following resolutions on the agenda to the vote.

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE ORDINARY SHAREHOLDERS' MEETING

Resolution 1 - Approval of the annual reports and financial statements for the financial year ended 30 June 2023

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Board of Directors' management report for the year ended 30 June 2023, the annual financial statements and the Statutory Auditors' report on the financial statements for the financial year 30 ended June 2023:

- **approves** the annual financial statements for the financial year ended 30 June 2023, which show a loss of €21,595,350.03, as presented, and the transactions reflected in said financial statements and summarised in said reports,
- **approves** the aggregate amount of non-deductible expenses and charges referred to in Article 39-4 of the French General Tax Code, amounting to €12,059.

This resolution was **adopted** by 394,062,601 votes **FOR** (i.e. 99.93%), 258,294 votes **AGAINST** and 3,108,405 **ABSTENTIONS**.

Resolution 2 - Approval of the reports and consolidated financial statements for the financial year ended 30 June 2023

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meeting, having read the Board of Directors' Group management report, the consolidated financial statements and the Statutory Auditors' report on the consolidated financial statements for the financial year ended 30 June 2023, **approves** the consolidated financial statements for the financial year ended 30 June 2023, as presented to it, which show a consolidated net income of €328,337,405.88, as well as the transactions reflected in said financial statements and summarised in said reports.

This resolution was **adopted** by 393,986 231 votes **FOR** (i.e. 99.93%), 259,664 votes **AGAINST** and 3,183,405 **ABSTENTIONS**.

Resolution 3 – Allocation of profits for the financial year ended 30 June 2023

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, on a proposal from the Board of Directors, noting the existence of a loss for the financial year ended 30 June 2023 amounting to €21,595,350.03, **decides** to allocate this loss in full to "Retained earnings", the amount of which after allocation will be €880,513,911.35, and **decides** that no dividend will be paid.

In accordance with legal requirements, and as stated in the management report, the General Shareholders' Meeting **acknowledges** that dividends for the previous three (3) financial years were as follows:

	Income eligible for tax relief		Income not eligible for the 40% tax relief* (in €)
	Dividends	Other distributed income	
Financial year 2019 - 2020	€205,185,045.55 (i.e. €0.89 per share)	-	-
Financial year 2020 - 2021	€214,406,845.35 (i.e. €0.93 per share)	-	-
Financial year 2021 - 2022	€214,406,845.35 (i.e. €0.93 per share)	-	-

*Reduction referred to in Article 158.3-2° of the French General Tax Code

This resolution was **adopted** by 394,000,184 votes **FOR** (i.e. 99.91%), 339,907 votes **AGAINST** and 3,089,209 **ABSTENTIONS**.

Resolution 4 - Approval of the Statutory Auditors' special report on related-party agreements governed by Articles L. 225-38 et seq. of the French Commercial Code

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Statutory Auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the Commercial Code, acknowledges the conclusions of this report and the agreements previously approved by the General Shareholders' Meeting which remained in place during the financial year ended 30 June 2023, and **approves** the terms of the report and all its provisions.

This resolution was **adopted** by 394,022,118 votes **FOR** (i.e. 99.93%), 271,083 votes **AGAINST** and 3,136,099 **ABSTENTIONS**.

Resolution 5 – Renewal of the appointment of Mazars as incumbent Statutory Auditors

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Board of Directors' report, **reappoints** Mazars, whose registered office is at Tour Exaltis, 61 rue Henri Regnault, 92400 Courbevoie, as incumbent Statutory Auditors, for a term of six (6) financial years, i.e. until the end of the Annual Ordinary General Shareholders' Meeting called to approve the accounts for the financial year ending 30 June 2029.

This resolution was **adopted** by 376,518,029 votes **FOR** (i.e. 94.75%), 20,851,647 votes **AGAINST** and 59,624 **ABSTENTIONS**.

Resolution 6 - Approval of the information relating to the remuneration of corporate officers for the financial year ended 30 June 2023 mentioned in Article L.22-10-9-1 of the French Commercial Code

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the section on corporate governance established pursuant the provisions of Articles L. 225-37 and L. 22-10-8 et seq. of the Commercial Code and contained in the Universal Registration Document, **approves**, in accordance with Article L. 22-10-34 of the Commercial Code, the information published in accordance with Article L. 22-10-9-1 of the Commercial Code, as presented in the Company's Universal Registration Document, in Chapter 2.4.2 "*Information on remuneration pursuant to Article L.22-10-34 of the Commercial Code (ex-post vote)*".

This resolution was **adopted** by 392,664,704 votes **FOR** (i.e. 99.70%), 1,183,020 votes **AGAINST** and 3,580,901 **ABSTENTIONS**.

Resolution 7 - Approval of the fixed components of the total remuneration paid or awarded to Dominique D'Hinnin, Chairman of the Board of Directors, in respect of his mandate for the financial year ended 30 June 2023

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, in accordance with Article L. 22-10-34 of the French Commercial Code, having read the section on corporate governance established pursuant to Articles L. 225-37 et seq. of the French Commercial Code and contained in the Universal Registration Document, **approves** the fixed components of the remuneration paid during the financial year ended 30 June 2023 or awarded for the same financial year to Mr Dominique D'Hinnin, in respect of his mandate as Chairman of the Board of Directors, as presented in Chapter 2.4.2 of the Company's universal registration document "*Information on remuneration pursuant to Article L. 22-10-34 of the French Commercial Code (ex-post vote)*" and acknowledges that he does not receive any variable or exceptional remuneration, or benefits in kind.

This resolution was **adopted** by 392,887,575 votes **FOR** (i.e. 99.76%), 929,528 votes **AGAINST** and 3,162,197 **ABSTENTIONS**.

Resolution 8 - Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or awarded to Ms Eva Berneke, Chief Executive Officer, in respect of her mandate for the financial year ended 30 June 2023

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, in accordance with Article L. 22-10-34-2 of the French Commercial Code, having read the section on corporate governance established pursuant to Articles L. 225-37 et seq. of the French Commercial Code and contained in the Universal Registration Document, **approves** the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended 30 June 2023, or awarded in respect of the same financial year to Ms Eva Berneke, in respect of her mandate as Chief Executive Officer, as presented in Chapter 2.4.2 of the Company's universal registration document "Information on remuneration pursuant to Article L. 22-10-34 of the French Commercial Code (ex-post vote)".

This resolution was **adopted** by 387,798,040 votes **FOR** (i.e. 98.63%), 5,400,926 votes **AGAINST** and 4,233,575 **ABSTENTIONS**.

Resolution 9 - Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or awarded to Mr Michel Azibert, Deputy Chief Executive Officer in respect of his mandate for the financial year ended 30 June 2023

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, in accordance with Article L. 22-10-34-2 of the Commercial Code, having read the section on corporate governance established pursuant to Articles L.225-37 et seq. of the French Commercial Code and contained in the Universal Registration Document, **approves** the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended 30 June 2023, or awarded in respect of the same financial year to Mr Michel Azibert in respect of his mandate as Deputy Chief Executive Officer, as presented in the in Chapter 2.4.2 of the Company's universal registration document "Information on remuneration pursuant to Article L. 22-10-34 of the Commercial Code (ex-post vote)".

This resolution was **adopted** by 387,680,907 votes **FOR** (i.e. 98.60%), 5,521,881 votes **AGAINST** and 4,229,753 **ABSTENTIONS**.

Resolution 10 - Approval of the remuneration policy for the Chairman of the Board of Directors

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Board of Directors' report on the resolutions, having read the items annexed to the Board of Directors' report on the resolutions, **approves** the remuneration policy for the Chairman of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code, it being specified that this remuneration does not include any variable or exceptional components or any benefit in kind.

This resolution was **adopted** by 382,066,812 votes **FOR** (i.e. 97.01%), 11,782,552 votes **AGAINST** and 3,583,177 **ABSTENTIONS**.

Resolution 11 - Approval of the remuneration policy for the Chief Executive Officer

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Board of Directors' report on the resolutions, having read the items annexed to the Board of Directors' report on the resolutions, **approves** the remuneration policy for the Chief Executive Officer, pursuant to Article L.22-10-8 of the French Commercial Code.

This resolution was **adopted** by 350,580,707 votes **FOR** (i.e. 89.01%), 43,268,599 votes **AGAINST** and 3,583,235 **ABSTENTIONS**.

Resolution 12 - Approval of the remuneration policy for the Deputy Chief Executive Officers

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Board of Directors' report on the resolutions, having read the items annexed to the Board of Directors' report on the resolutions, **approves** the remuneration policy for the Deputy Chief Executive Officers, pursuant to Article L.22-10-8 of the French Commercial Code.

This resolution was **adopted** by 387,631,839 votes **FOR** (i.e. 98.42%), 6,214,764 votes **AGAINST** and 3,585,938 **ABSTENTIONS**.

Resolution 13 - Approval of the remuneration policy for the Directors

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the Board of Directors' report on the resolutions, having read the items annexed to the Board of Directors' report on the resolutions, **approves** the remuneration policy for the Directors, pursuant to Article L.22-10-8 of the French Commercial Code.

This resolution was **adopted** by 382,066,017 votes **FOR** (i.e. 97.01%), 11,789,260 votes **AGAINST** and 3,577,264 **ABSTENTIONS**.

Resolution 14 – Fixing the amount of remuneration for the Board of Directors

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the information contained in the section on corporate governance in the universal registration document pursuant to I of Article L.22-10-8 of the French Commercial Code, **decides** to fix the amount of the total remuneration package that may be awarded to members of the Board of Directors at a total gross amount of one million six hundred and ninety thousand Euros (€1,690,000) as remuneration pursuant to Article L.225-45 of the Commercial Code for the current financial year beginning on 1 July 2023 and ending on 30 June 2024. This amount, applicable to the current financial year, will be maintained until a further decision of the General Shareholders' Meeting.

This resolution was **adopted** by 382,065,084 votes **FOR** (i.e. 97.01%), 11,777,188 votes **AGAINST** and 3,590,269 **ABSTENTIONS**.

Resolution 15 – Authorisation to be granted to the Board of Directors to purchase the Company's own shares

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having read the report of the Board of Directors and deciding in accordance (i) with the applicable laws, particularly the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, (ii) the General Regulation of the French Financial Markets Authority (*Autorité des marchés financiers*) ("**AMF**") and the market practices accepted by the AMF, and (iii) Regulation (EU) no. 596/2014 of 16 April 2014 on market abuse, in its Articles 5 and 13:

- 1° **Cancels**, with immediate effect, the unused portion of the authorisation granted by the General Shareholders' Meeting of 10 November 2022 pursuant to resolution 19 ;
- 2° **Authorises** the Board of Directors, with the option to sub-delegate in accordance with legal and regulatory requirements, taking into account the shares that may otherwise be held directly or indirectly by the Company, to purchase or arrange for the purchase of shares in the Company up to 10% of the total number of shares comprising the share capital (adjusted where appropriate to take account of any capital increase or reduction that may occur during the programme) under the conditions set out in Articles L. 22-10-62 et seq. of the French Commercial Code, and in particular:
 - the maximum purchase price per share shall not exceed 20 Euros (excluding acquisition costs), it being specified that the Board of Directors may adjust the above purchase price in the event of a transaction resulting in either an increase of the par value of the shares, or in the creation and free allotment of shares, or in the event of a stock split or reverse stock split

or any other transaction affecting shareholders' equity, to take account of the impact of the transaction in question on the value of the shares,

- the maximum amount of funds allocated to the purchase of shares pursuant to this resolution shall not exceed 250 million Euros,
- the number of shares purchased by the Company pursuant to this resolution shall not in any event result in the Company holding more than 10% of the shares comprising the share capital of the Company, directly or indirectly;
- The acquisition, sale, exchange or transfer of these shares may be effected (i) at any time, except during a public offer for the Company's shares, even if the offer is fully settled in cash, (ii) in accordance with the conditions and limits, particularly with respect to volumes and prices, provided by applicable laws and regulations on the date of the relevant transactions, and (iii) by any means, including on the market or over-the-counter, by means of block purchases or sales, through the use of option mechanisms, such as the purchase and sale of call or put options, derivative financial instruments traded on a regulated market or over-the-counter, or warrants or securities giving access to the capital in accordance with the conditions stipulated by the stock market authorities, in compliance with applicable laws and regulations and at times deemed appropriate by the Board of Directors or the person acting pursuant to a delegation granted by the Board of Directors,
- the shares bought back and held by the Company shall be deprived of voting rights and shall not carry dividend rights;

3° Decides that the aforementioned share purchases may be carried out with a view to:

- purchasing shares in the Company for retention and subsequent delivery for exchange or payment in connection with any external growth, merger, demerger or contribution operations, up to 5% of its capital as provided for in paragraph 6 of Article L. 22-10-62 of the French Commercial Code,
- purchasing or selling shares in order to stimulate the secondary market or ensure the liquidity of the Company's shares under a liquidity contract entered into with an investment services provider and complying with the code of ethics recognised by the AMF,
- retaining the shares and, where applicable, delivering them at a later date on the exercise of rights attached to securities giving access by any means, immediately or in the future, to shares in the Company by redemption, conversion, exchange, presentation of a warrant or in any other way, and carrying out any hedging transaction in respect of the obligations of the Company (or any of its subsidiaries) related to these securities, under the conditions laid down by the market authorities and at such times as decided by the Board of Directors, or the person acting on the delegation of the Board of Directors,
- allocating or transferring shares in the Company to employees or corporate officers of the Company or of companies or groups affiliated to it within the meaning of the regulations in force, under the terms and conditions provided for by law, in particular in connection with (i) the free allotment of shares as provided for by Articles L. 225-197-1 and L. 22-10-59 et seq. of the French Commercial Code, (ii) participation in the proceeds of the expansion of the business, (iii) allocations of stock options granted under the conditions set out in Articles L. 225-177 and L. 22-10-56 et seq. of the French Commercial Code, or (iv) any employee savings plan,
- cancelling all or part of the purchased shares and reducing the share capital accordingly, subject to the authorisation of the Extraordinary General Shareholders' Meeting and in accordance with the terms of such authorisation or of any subsequent authorisation,
- implementing any market practice which may be admitted by the AMF, and
- more generally carrying out any transaction that complies with applicable law;

4° Grants full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this authorisation and in particular to place all on-market or off-market orders, allocate or reallocate the shares purchased to the various objectives pursued, in accordance with applicable laws and regulations, enter into

any agreements, draw up and amend any documents in particular with a view to keeping registers of share movements, draw up any and all documents, make any and all declarations and carry out any and all formalities with the AMF or any other authority, and generally do whatever is necessary;

- 5° **Acknowledges** that the Board of Directors shall report on the transactions carried out by virtue of this authorisation in its report to the Annual Ordinary General Shareholders' Meeting in accordance with applicable laws and regulations;
- 6° **Decides** that this authorisation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting.

This resolution was **adopted** by 396,588,069 votes **FOR** (i.e. 99.90%), 392,814 votes **AGAINST** and 451,658 **ABSTENTIONS**.

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Resolution 16 - Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares acquired by the Company in connection with its share buy-back programme

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, and voting in accordance with applicable laws and regulations, the law, in particular Article L. 22-10-62 of the French Commercial Code:

- 1° **Cancels**, with immediate effect, the unused portion of the authorisation granted by the General Shareholders' Meeting of 10 November 2022 pursuant to resolution 20;
- 2° **Authorises** the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to reduce the share capital by cancelling all or a part of the shares in the Company held by the Company in connection with the share buyback programme authorised pursuant to resolution 15 of this General Shareholders' Meeting or with any other share buyback programmes authorised prior or subsequent to this General Shareholders' Meeting, on one or several occasions, up to 10% of the Company's share capital (adjusted where appropriate in the light of transactions affecting the share capital subsequent to the date of this General Shareholders' Meeting) over periods of twenty-four (24) months;
- 3° **Decides** that the excess amount of the ordinary share purchase price as compared to their nominal value shall be allocated to the "Share Premium" account or to any available reserve account;
- 4° **Grants** full powers to the Board of Directors to proceed with the capital reduction resulting from the cancellation of the shares and the aforementioned allocation, in particular to decide the final amount and determine the terms of the capital reduction, to acknowledge the completion of the capital reduction and to amend the Articles of Association accordingly;
- 5° **Grants** full powers to the Board of Directors, with option to subdelegate such powers in accordance with legal and regulatory requirements, and carry out any and all formalities, take all steps and make all declarations with the AMF or any other authority, and generally do whatever is necessary;
- 6° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;
- 7° **Decides** that this authorisation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting.

This resolution was **adopted** by 396,654,169 votes **FOR** (i.e. 99.93%), 272,689 votes **AGAINST** and 505,683 **ABSTENTIONS**.

Resolution 17 – Delegation of authority to the Board of Directors to increase the share capital by capitalisation of reserves, profits, premiums or other amounts that may be capitalised

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable legal provisions, in particular Articles L. 225-129-2 and L. 22-10-50 of the French Commercial Code:

- 1° **Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 22;
- 2° **Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to increase the share capital, on one or more occasions at such times and on such terms as it shall determine and in such proportions as it shall deem fit, by capitalisation of reserves, profits, premiums or any other sum whose capitalisation is permitted by law and the Company's Articles of Association, in the form of a free allocation of shares or an increase in the par value of the existing shares, or by a combination of these two methods;
- 3° **Decides** that **the maximum nominal amount** of the capital increase, whether immediate or deferred, resulting from all the issues carried out pursuant to this delegation, immediately or in the future, may not exceed **95 million Euros**, it being specified that such amount is unrelated to and separate from the Overall Maximum Capital Increase Amount referred to and defined in resolution 18 It is specified that such maximum amount shall be supplemented, as the case may be, by the nominal value of any additional shares to be issued to maintain the rights of the holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations and, where applicable, any contractual provisions providing for further adjustments;
- 4° **Grants** full powers to the Board of Directors, with option to subdelegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
 - to determine the terms and conditions of the authorised transactions, and in particular to determine the amount and nature of the reserves and premiums to be incorporated into the share capital, to determine the number of new shares to be issued in Euros, or the amount by which the nominal value of existing shares shall be increased, to set the date, which may be retrospective, from which the new shares shall carry dividend rights or the date on which the increase in the nominal value will take effect, and to make any deductions from the issue premiums, in particular to cover the costs incurred in carrying out the issues,
 - to decide that, in accordance with the provisions of Article L. 22-10-50 of the French Commercial Code, fractional rights will be neither negotiable nor transferable and that the corresponding securities will be sold; the proceeds of the sale will be allocated to the holders of rights in accordance with the law and regulations,
 - to take all measures intended to protect the rights of holders of securities giving access to the Company's share capital, in accordance with applicable laws and regulations and any contractual provisions, and
 - to take all measures required to complete the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure that the proposed issues are successfully concluded, to acknowledge the capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;
- 5° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;

- 6° **Decides** that this delegation is granted for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting.
- 7° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 396,605,839 votes **FOR** (i.e. 99.91%), 363,400 votes **AGAINST** and 462,371 **ABSTENTIONS**.

Resolution 18 – Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, maintaining shareholders' preferential subscription rights

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the provisions of Articles L. 225-129-2, L. 225-132 to L. 225-134, L. 228-91 and L. 228-92 of the French Commercial Code:

- 1° **Cancel**s, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 23;
- 2° **Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to issue ordinary shares in the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a given date, to newly-issued ordinary shares in the Company, on one or more occasions and at such times as it shall determine and in such proportions as it shall deem fit, in France and/or abroad, maintaining shareholders' preferential subscription rights, to be subscribed to in cash, or by offsetting debts; the shares to be issued shall confer the same rights as the existing shares, subject to their dividend entitlement date;
- 3° **Decides** that issues of preference shares and securities giving access to preference shares are expressly excluded from the scope of this delegation;
- 4° **Decides** that the nominal amount of the capital increases resulting from issues carried out pursuant to this delegation, immediately or in the future, may not exceed a **maximum nominal amount of 95 million Euros**, and shall be deducted from the overall maximum nominal amount of all capital increases resulting from this resolution and from resolutions 19 and 20, 23 to 25 submitted to this General Shareholders' Meeting, which amounts and may not exceed 95 million Euros (the "**Overall Maximum Capital Increase Amount**"). It is specified that both of these amounts shall be supplemented, as the case may be, by the nominal value of any additional shares to be issued to maintain the rights of holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;
- 5° **Decides** that the securities conferring access to the Company's share capital issued pursuant to this resolution may, inter alia, consist of share warrants or debt securities or be attached to issues of warrants or debt securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the overall maximum nominal amount of all debt securities issued pursuant to this resolution and to resolutions 19 and 20, 23 and 24 submitted to this General Shareholders' Meeting, which amounts and may not exceed one (1) billion Euros (the "**Overall Maximum Debt Securities Issue Amount**"); it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L. 228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the French Commercial Code;

- 6° **Decides** to authorise the Board of Directors to take all measures required to protect the rights of the holders of securities giving access to the share capital and of other rights giving access to the outstanding share capital on the date of implementation of this delegation;
- 7° **Acknowledges** that the shareholders shall be entitled, in accordance with the provisions of the law, to exercise their preferential right to subscribe to any ordinary shares in the Company and securities conferring access to the Company's share capital issued pursuant to this resolution on an irreducible basis; the Board of Directors may in addition grant the Company shareholders a preferential right to subscribe to any excess securities on a reducible basis, which the shareholders may exercise in proportion to the subscription rights they hold and in any event up the amounts stated in their requests;
- 8° **Acknowledges** that if the irreducible and, as the case may be, reducible subscriptions do not absorb the full amount of an issue of ordinary shares in the Company or of securities conferring access to the Company's share capital, the Board of Directors may elect to use one or more of the following options, in any order it deems appropriate:
- limit the amount of the issue to the number of subscriptions received, provided that these amount to at least three quarters of the issue decided,
 - freely distribute all or part of the unsubscribed securities,
 - offer all or part of the unsubscribed securities to the public, on the French market or abroad, or offer such securities by means of a private placement in or outside France;
- 9° **Acknowledges** that in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this resolution shall automatically act as a waiver by the Company shareholders of their preferential right to subscribe to the ordinary shares conferred by virtue of any securities issued on the basis of this delegation, in favour of the holders of securities issued pursuant to this resolution;
- 10° **Decides** that the issues of Company share warrants may be carried out by means of a subscription offer or by means of a free allocation to the holders of existing shares, and that in the event of a free allotment of share warrants, the Board of Directors shall be entitled to decide that the allocation rights on fractional shares shall not be negotiable and that the related securities shall be sold;
- 11° **Decides** that the price of the securities giving access to the Company's share capital shall be such that the amount immediately received plus, as the case may be, any amount subsequently received, is at least equal, for each ordinary share in the Company issued pursuant to this delegation, to the nominal value of the ordinary share in the Company on the date of issue of such securities;
- 12° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
- to determine the amounts, dates and terms of the issues as well as the form and features of the securities to be created;
 - to determine the price and terms of issue, the terms of access to the Company's share capital (the Board of Directors may, in particular, decide to issue securities giving access in the future to existing or newly-issued shares), set the amounts to be issued in Euros, in foreign currencies or in account units determined by reference to several currencies, as the case may be, in accordance with applicable laws;
 - in the event of an issue of debt securities, to decide whether such securities shall be subordinated or unsubordinated, to determine their interest rates (fixed and/or variable or capitalised), the issue currency, their term, the redemption price (fixed or variable, with or without premium), the redemption terms depending on market conditions and the terms and conditions under which such securities shall give access to shares in the Company, it being specified that such securities may in addition be repurchased on the market or be the subject of a purchase or exchange offer by the Company;
 - to determine the dividend entitlement date of the securities to be issued, with or without retroactive effect, and, as the case may be, their buyback terms and conditions,

- to suspend, as the case may be, the exercise of the share allotment rights attached to the existing securities, for a period not to exceed three (3) months;
 - to determine the terms for the protection, as the case may be, of the rights of holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;
 - as the case may be, to charge any and all expenses against the relevant premiums, particularly the expenses associated with completion of the issues;
 - to take all measures required to complete the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure that the proposed issues are successfully concluded, to acknowledge the capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;
- 13° Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;
- 14° Decides** that this delegation is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 15° Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 396,598,778 votes **FOR** (i.e. 99.90%), 382,578 votes **AGAINST** and 450,958 **ABSTENTIONS**.

Resolution 19 – Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of the shareholders' preferential subscription rights, as part of a public offering (other than those referred to in Article L.411-2-1 of the French Monetary and Financial Code)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with applicable laws and regulations, particularly the provisions of Articles L.225-129-2, L.22-10-51, L.22-10-52, L.228-91 and L.228-92 of the Commercial Code:

- 1° Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 24;
- 2° Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to issue ordinary shares in the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a given date, to newly-issued ordinary shares in the Company by means of a public offering (other than those referred to in Article L.411-2-1 of the French Monetary and Financial Code), on one or more occasions and at such times as it shall determine and in such proportions as it shall deem fit, in France and/or abroad, with cancellation of shareholders' preferential subscription rights, to be subscribed to in cash, or by offsetting debts; the shares to be issued shall confer the same rights as the existing shares, subject to their dividend entitlement date;
- 3° Decides** that issues of preference shares and securities giving access to preference shares are expressly excluded from the scope of this delegation;
- 4° Decides** that the nominal amount of the capital increases resulting from issues carried out pursuant to this delegation, immediately and/or in the future, may not exceed **a maximum nominal amount of 47 million Euros**, shall be deducted from the sub-maximum nominal amount of capital increases with cancellation of preferential subscription rights carried out under this resolution, and resolutions 20, 23 to 25 submitted to this General Shareholders' Meeting, which stands at and may not exceed

47 million Euros (the "**Sub-maximum Amount of Capital Increases with Cancellation of Preferential Subscription Rights**") and shall be deducted from the Overall Maximum Capital Increase Amount. It is specified that these amounts shall be supplemented, as the case may be, by the nominal value of any additional shares to be issued to maintain the rights of holders of securities or other rights conferring access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;

- 5° **Decides** that the securities giving access to the Company's share capital issued pursuant to this resolution may, inter alia, consist of share warrants or debt securities or be attached to issues of warrants or debts securities, or permit them to be issued as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the French Commercial Code;
- 6° **Decides** to cancel the shareholders' preferential right to subscribe to ordinary shares in the Company and to the securities giving access to the Company's share capital issued pursuant to this resolution, and to offer such securities by means of a public offering; the Board of Directors shall however be entitled, in accordance with applicable laws and regulations, to grant to the shareholders of the Company an irreducible preferential right and, as the case may be, a reducible preferential right, to subscribe for all or part of the issue, subject, where applicable, to a pro rata reduction, for a period and on terms to be determined by the Board of Directors, in proportion to the number of ordinary shares held by each holder of ordinary shares of the Company; this preferential right shall not give rise to the creation of negotiable rights;
- 7° **Acknowledges that** if the subscriptions do not absorb the full amount of an issue of ordinary shares or securities conferring access to the Company's share capital, the Board of Directors may elect to use one or more of the following options, in any order it deems appropriate:
- limit the amount of the issue to the number of subscriptions received, provided that these amount to at least three quarters of the issue decided,
 - freely distribute all or part of the unsubscribed securities.
 - offer all or a part of the unsubscribed securities to the public;
- 8° **Acknowledges** that this delegation shall automatically act as a waiver by the Company shareholders of their preferential right to subscribe to the ordinary shares conferred by virtue of any securities issued on the basis of this delegation;
- 9° **Decides** that:
- the issue price of the ordinary shares in the Company shall be at least equal to the minimum amount provided by the laws and regulations in force at the time of implementation of this resolution, or on this day, the weighted average share price during the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, reduced, as the case may be, by a maximum discount of 10%, as adjusted, if need be, to take account of any difference in dividend entitlement date;
 - the price of the securities giving access to the Company's share capital shall be such that the amount immediately received plus, as the case may be, any amount subsequently received, is at least equal, for each ordinary share in the Company issued as a result of the issue of such securities, to the minimum price defined in the preceding paragraph, as adjusted, if need be, to take account of any difference in dividend entitlement date;
- 10° **Acknowledges** that the issue(s) authorised by this resolution may be decided simultaneously with one or more issue(s) decided pursuant to resolution 19;

- 11° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
- to determine the amounts, dates and terms of the issues as well as the form and features of the securities to be created;
 - to determine the price and terms of issue, the terms of access to the Company's share capital (the Board of Directors may, in particular, decide to issue securities giving access in the future to existing or newly-issued shares), set the amounts to be issued in Euros, in foreign currencies or in account units determined by reference to several currencies, as the case may be, in accordance with applicable laws;
 - in the event of an issue of debt securities, to decide whether such securities shall be subordinated or unsubordinated, to determine their interest rates (fixed and/or variable or capitalised), the issue currency, their term, the redemption price (fixed or variable, with or without premium), the redemption terms depending on market conditions and the terms and conditions under which such securities shall give access to shares in the Company, it being specified that such securities may in addition be repurchased on the market or be the subject of a purchase or exchange offer by the Company;
 - to determine the dividend entitlement date of the securities to be issued, with or without retroactive effect, and, as the case may be, their buyback terms and conditions;
 - to suspend, as the case may be, the exercise of the share allotment rights attached to the existing securities, for a period not to exceed three (3) months;
 - to determine the terms for the protection, as the case may be, of the rights of the holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;
 - as the case may be, to charge any and all expenses against the relevant premiums, particularly the expenses associated with completion of the issues;
 - to take all measures required for the completion of the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure the proper completion of the proposed issues, to acknowledge the capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;
- 12° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;
- 13° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 14° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 392,840,201 votes **FOR** (i.e. 98.98%), 4,059,136 votes **AGAINST** and 532,977 **ABSTENTIONS**.

Resolution 20 - Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of the shareholders' preferential subscription rights, as part of a public offering as referred to in Article L. 411-2-1 of the French Monetary and Financial Code, aimed exclusively at qualified investors and/or a restricted circle of investors

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the

provisions of Articles L. 225-127, L. 225-128, L. 225-129, L.225-129-2, L.22-10-51, L.22-10-52, L.228-91 and L.228-92 of the French Commercial Code and Article L. 411-2-1 of the French Monetary and Financial Code

- 1° **Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 25;
- 2° **Delegates** its authority to the Board of Directors, with option to sub-delegate such powers in accordance with legal and regulatory requirements, to decide on the issue, with cancellation of shareholders' preferential subscription rights, as part of a public offering referred to in Article L.411-2-1 of the French Monetary and Financial Code, an offering directed exclusively at a limited circle of investors acting on their own behalf or qualified investors, on one or more occasions and at such times as it shall determine and in such proportions as it shall deem fit, in France and/or abroad, of ordinary shares in the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a given date, to newly-issued ordinary shares in the Company, which can be subscribed to either in cash, or by offsetting debts; the shares to be issued shall confer the same rights as the existing shares, subject to their dividend entitlement date;
- 3° **Decides** that issues of preference shares and securities giving access to preference shares are expressly excluded from the scope of this delegation;
- 4° **Decides** that the nominal amount of the capital increases resulting from issues carried out pursuant to this delegation, immediately and/or in the future, may not exceed **a maximum nominal amount of 47 million Euros** or the equivalent value of this amount in Euros, it being specified that this amount shall be deducted from the Sub-maximum Amount of Capital Increases with Cancellation of Preferential Subscription Rights and from the Overall Maximum Capital Increase Amount. It is specified that these amounts shall be supplemented, as the case may be, by the nominal value of any additional shares to be issued to maintain the rights of holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;
- 5° **Decides** that the securities giving access to the Company's share capital issued pursuant to this resolution may, inter alia, consist of share warrants or debt securities or be attached to issues of warrants or debt securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, it being specified that this amount shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions set out in Article L. 228-36-A of the French Commercial Code;
- 6° **Decides** to cancel the shareholders' preferential right to subscribe to the Company's ordinary shares and to securities conferring access to the Company's share capital issued pursuant to this resolution, and to offer such securities as part of a public offering referred to in Article L. 411-2-1 of the French Monetary and Financial Code, subject to the terms and maximum statutory limits provided by the laws and regulations;
- 7° **Decides** that if the subscriptions do not absorb the full amount of an issue of ordinary shares in the Company or of securities conferring access to the Company's share capital, the Board of Directors may elect to use one or more of the following options, in any order it deems appropriate:
 - limit the amount of the issue to the number of subscriptions received, provided that these amount to at least three quarters of the issue decided,
 - freely distribute all or part of the unsubscribed securities;
- 8° **Acknowledges** that this delegation shall automatically act as a waiver by the Company shareholders of their preferential right to subscribe to the ordinary shares conferred by virtue of any securities issued on the basis of this delegation;

9° Decides that:

- the issue price of the ordinary shares in the Company shall be at least equal to the minimum amount provided by the laws and regulations in force at the time of implementation of this resolution, or on this day, the weighted average share price during the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) No 2017/1129 of 14 June 2017, reduced, as the case may be, by a maximum discount of 10%, as adjusted, if need be, to take account of any difference in dividend entitlement date,
- the issue price of the securities giving access to the Company's share capital shall be such that the amount immediately received plus, as the case may be, any amount subsequently received, is at least equal, for each ordinary share in the Company issued as a result of the issue of such securities, to the minimum price defined in the preceding paragraph, as adjusted, if need be, to take account of any difference in dividend entitlement date;

10° Acknowledges that the issue(s) authorised by this resolution may be decided simultaneously with one or more issue(s) decided pursuant to resolution 19;

11° Grants full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:

- to determine the amounts, dates and terms of the issues as well as the form and features of any issue and any securities issued,
- to determine the price and terms of subscription, the terms of access to the Company's share capital (the Board of Directors may, in particular, decide to issue securities giving access in the future to existing or newly-issued shares), set the amounts to be issued in Euros, in foreign currencies or in account units determined by reference to several currencies, as the case may be, in accordance with applicable laws;
- in the event of an issue of debt securities, to decide whether such securities shall be subordinated or unsubordinated, to determine their interest rates (fixed and/or variable or capitalised), the issue currency, their term, the redemption price (fixed or variable, with or without premium), the redemption terms depending on market conditions and the terms and conditions under which such securities shall confer access to shares in the Company, it being specified that such securities may in addition be repurchased on the market or be the subject of a purchase or exchange offer by the Company;
- to determine the dividend entitlement date of the securities to be issued, with or without retroactive effect, and, as the case may be, their buyback terms and conditions;
- to suspend, as the case may be, the exercise of the share allotment rights attached to the existing securities, for a period not to exceed three months;
- to determine the terms for the protection, as the case may be, of the rights of the holders of securities or other rights conferring access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;
- as the case may be, to charge any and all expenses against the relevant premiums, particularly the expenses associated with completion of the issues;
- to take all measures required for the completion of the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure the proper completion of the proposed issues, to acknowledge the capital increase(s) resulting from any issue carried out pursuant to this delegation, take all measures and carry out all formalities that are appropriate or necessary for the issue, listing and financial servicing of securities issued pursuant to this delegation and to amend the Articles of Association accordingly;

12° Acknowledges that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;

13° Decides that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

14° Decides that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 392,760,723 votes **FOR** (i.e. 98.96%), 4,141,597 votes **AGAINST** and 529,046 **ABSTENTIONS**.

Resolution 21 - Authorisation for the Board of Directors, in the event of the issue of ordinary shares and/or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued by the Company, without preferential subscription rights, to fix the issue price in accordance with the terms and conditions set by the General Shareholders' Meeting, up to 10% of the capital per year

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report and deciding in accordance with the provisions of Articles L. 22-10-52 of the French Commercial Code:

1° Cancels, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 26;

2° Authorises the Board of Directors, up to a maximum amount of 10% of the Company's share capital (as it stands on the date of this General Shareholders' Meeting) over a period of twelve (12) months, in the event of an issue of ordinary shares and/or securities conferring access by any means, immediately and/or in the future, to newly-issued ordinary shares in the Company without preferential subscription rights, in accordance with the terms provided under resolutions 19 and 20, to depart from the price fixing conditions and to fix the issue price at an amount which shall be at least equal, at the discretion of the Board of Directors', (a) to the average price weighted by the trade volume of the share during the trading day preceding the setting of the issue price or (b) the average price weighted by the trade volume of the share during the trading day at the time the issue price is set, in both cases reduced, as the case may be, by a maximum discount of 10%.

It is specified that the aforementioned maximum amount of 10% of the share capital over a period of twelve (12) months applies to all issues implemented pursuant to resolutions 19 and 20 submitted to this General Shareholders' Meeting.

In respect of deferred issues of equity securities, the issue price shall be such that the amount immediately received by the Company, plus, as the case may be, the amount subsequently received by the Company, is at least equal, for each share, to the aforementioned amounts.

3° Acknowledges that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;

4° Decides that this authorisation is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

5° Decides that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 392,860,164 votes **FOR** (i.e. 98.98%), 4,040,633 votes **AGAINST** and 530,509 **ABSTENTIONS**.

Resolution 22 - Authorisation for the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights, decided pursuant to resolutions 18 to 20

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the provisions of Articles L.225-135-1 and R.225-118 of the French Commercial Code:

- 1° **Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 27;
- 2° **Authorises** the Board of Directors to decide, within a period of thirty (30) days as from the close of the subscription period of the initial issue, for each of the issues decided pursuant to resolutions 18 to 20 of this General Shareholders' Meeting, to increase the number of securities to be issued, up to 15% of the initial issue, subject to the maximum amount provided in the resolution pursuant to which the initial issue was decided and at the same price as the initial issue price;
- 3° **Authorises** the Board of Directors to sub-delegate such powers in accordance with the provisions of the law and subject to the limits determined by the Board of Directors;
- 4° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;
- 5° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 6° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 395,836,984 votes **FOR** (i.e. 99.72%), 1,128,273 votes **AGAINST** and 466,109 **ABSTENTIONS**.

Resolution 23 - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of preferential subscription rights, in the event of a public exchange offer initiated by the Company

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report and voting in accordance with applicable laws and regulations, in particular the provisions of Article L.225-129 to L.225-129-6, L.22-10-54 and L.228-91 et seq. of the French Commercial Code:

- 1° **Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 28;
- 2° **Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to decide on the issue of ordinary shares in the Company and/or securities giving immediate or future entitlement by any means to ordinary shares in the Company, as consideration for securities tendered to a public exchange offer initiated in France and/or abroad, in accordance with local rules, by the Company for securities of a company whose shares are listed on a regulated market of a State party to the Agreement on the European Economic Area (EEA) or a member of the Organisation for Economic Co-operation and Development (OECD);
- 3° **Decides**, to the extent necessary, to cancel the preferential right of the shareholders to subscribe to such ordinary shares and/or newly-issued securities, in favour of the holders of such securities;
- 4° **Acknowledges** that this delegation shall automatically act as a waiver by the shareholders of their preferential right to subscribe to the ordinary shares conferred by any securities issued on the basis of this delegation;
- 5° **Decides** that the maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately and/or in the future, may not exceed a **maximum nominal amount of 47 million Euros** and shall be deducted from the Sub-maximum Amount of Capital Increases with Cancellation of Preferential Subscription Rights and from the Overall Maximum Capital Increase Amount. It is specified that these amounts shall be supplemented, as the case may be, by the nominal value of any additional shares to be issued to maintain the rights of holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;

- 6° **Decides** that the securities giving access to the Company's share capital issued pursuant to this resolution may, inter alia, consist of share warrants or debt securities or be attached to issues of warrants or debt securities, or permit them to be issued as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions set out in Article L. 228-36-A of the French Commercial Code;
- 7° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
- to determine the exchange ratio and, as the case may be, the amount of the cash adjustment to be paid,
 - record the number of securities contributed to the exchange,
 - to determine the dates, issue conditions, in particular the price and dividend entitlement date, which may be retroactive, of the new ordinary shares, as well as, where applicable, those of the securities giving immediate and/or future entitlement to the Company's ordinary shares,
 - to suspend, if necessary, the exercise of the rights attached to these shares for a maximum period of three (3) months under the conditions provided for by legal and regulatory provisions,
 - to take all necessary measures to protect the rights of the holders of securities or other rights giving access to the share capital, in accordance with applicable laws and regulations, and with any contractual provisions providing for further adjustments;
 - to record on the liabilities side of the balance sheet in a "Contribution Premium" account, to which all shareholders' rights will apply, the difference between the issue price of the new ordinary shares and their nominal value,
 - to charge, if necessary, to said "Contribution Premium" account any costs and duties incurred by the authorised transaction,
 - to take all useful steps and enter into any agreements in order to ensure the proper completion of the authorised transaction, to acknowledge the resulting capital increase(s) and to amend the Articles of Association accordingly;
- 8° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;
- 9° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 10° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 396,012,740 votes **FOR** (i.e. 99.78%), 884,996 votes **AGAINST** and 533,570 **ABSTENTIONS**.

Resolution 24 - Delegation of powers to the Board of Directors to increase the Company's share capital by issuing ordinary shares and/or securities giving immediate or future entitlement to ordinary shares in the Company, with cancellation of shareholders' preferential subscription rights, in consideration for contributions in kind, up to 10% of the Company's share capital, except in the case of a public exchange offer initiated by the Company

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report and voting in accordance with applicable laws and regulations, in particular the provisions of Article L.225-129 to L.225-129-6, L.22-10-53 and L.228-91 et seq. of the French Commercial Code:

- 1° **Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 29;
- 2° **Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to decide, on the Statutory Auditor's report referred to in the 1st and 2nd paragraphs of Article L.22-10-53 of the Commercial Code (subject to the provisions of Article L. 225-147-1 of the French Commercial Code), to issue ordinary shares in the Company and/or securities giving immediate or future entitlement by any means to shares in the Company as consideration for contributions in kind made to the Company and consisting of equity securities or shares giving access to the capital, where the provisions of Article L.22-10-54 of the French Commercial Code do not apply;
- 3° **Decides** that the maximum nominal amount of any capital increases carried out pursuant to this delegation, immediately and/or in the future, is set at 10% of the Company's share capital (as it stands on the date when this delegation is used by the Board of Directors) and shall be deducted from the Sub-maximum Amount of Capital Increases with Cancellation of Preferential Subscription Rights and from the Overall Maximum Capital Increase Amount;
- 4° **Decides** that the securities conferring access to the Company's share capital issued pursuant to this resolution may, inter alia, consist of share warrants or debt securities or be attached to issues of warrants or debt securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions set out in Article L. 228-36-A of the French Commercial Code;
- 5° **Decides**, to the extent necessary, to cancel the preferential right of the shareholders to subscribe to such ordinary shares and/or newly-issued securities, in favour of the holders of the contributed shares or securities;
- 6° **Acknowledges** that this delegation shall automatically act as a waiver by the shareholders of their preferential right to subscribe to the ordinary shares conferred by any securities issued on the basis of this delegation;
- 7° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
 - to decide, on the Statutory Auditors' report referred to in the 1st and 2nd paragraphs of Article L.22-10-53 of the French Commercial Code, on the valuation of contributions;
 - to determine all of the terms and conditions of the authorised transactions, and in particular to assess the contributions and, as the case may be, the granting of special benefits, to set the number of securities to be issued as consideration for the contributions, as well as the dividend entitlement date of the securities to be issued, which may be retroactive;
 - if necessary, to charge any and all expenses against the relevant contribution premiums, particularly the expenses associated with completion of the issues,

- to record the completion of the capital increase and amend the Articles of Association accordingly,
 - to take all measures required for the completion of the issues, and, as the case may be, to suspend the issues, to enter into any agreements, to carry out all formalities required for the listing of the shares issued, and to carry out all publicity formalities required to ensure the proper completion of the transactions;
- 8° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;
- 9° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 10° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

This resolution was **adopted** by 396,002,549 votes **FOR** (i.e. 99.76%), 969,410 votes **AGAINST** and 459,407 **ABSTENTIONS**.

Resolution 25 - Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares and/or securities giving immediate and/or future entitlement to the Company's share capital, with cancellation of shareholders' preferential subscription rights, reserved for members of a Company or Group savings plan

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, and deciding in accordance with the provisions of Articles L. 3331-1 et seq. of the French Labour Code and Articles L. 225-129 et seq. and L. 225-138 et seq. of the French Commercial Code:

- 1° **Cancels**, with immediate effect, the unused portion of the delegation granted by the General Shareholders' Meeting of 4 November 2021 pursuant to resolution 31;
- 2° **Delegates** its authority to the Board of Directors, with option to sub-delegate such powers in accordance with legal and regulatory requirements, to decide to increase the Company's share capital, on one or more occasions, at its sole discretion, at such times and on such terms as it shall determine, through the issue of ordinary shares and of any other securities conferring access, immediately or in the future, to the Company's share capital, reserved for present and former employees who are members of a Company savings plan and, as the case may be, of a savings plan established by French or foreign companies affiliated to the Company, in accordance with the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, or alternatively through the free allocation of ordinary shares or securities conferring access to existing or newly-issued ordinary shares in the Company, including by means of a capitalisation of reserves, profits or premiums, within the legal and regulatory limits;
- 3° **Decides** that the capital increases that may be carried out pursuant to this resolution may not exceed a **nominal amount of 4 million Euros**, it being specified that such maximum amount shall be deducted from the Sub-maximum Amount of Capital Increases with Cancellation of Preferential Subscription Rights and from the Overall Maximum Capital Increase Amount. It is specified that these amounts shall be supplemented, as the case may be, by the nominal value of any additional shares to be issued to maintain the rights of holders of securities or other rights conferring access to the share capital, in accordance with applicable laws and regulations and, as the case may be, any contractual provisions providing for further adjustments;

In the event that the subscriptions do not absorb the full amount of a securities issue, the share capital amount shall be completed up to the amount of subscribed securities;

- 4° **Decides** that the issue price of the ordinary shares or securities to be issued pursuant to this resolution will be fixed in accordance with the provisions of Article L.3332-19 of the French Labour Code, it being specified that the maximum discount set, pursuant to Article L.3332-19 of the Labour Code, in relation to the average closing price quoted during the twenty (20) trading days preceding

the date of the Board of Directors' decision fixing the opening date for subscriptions, may not exceed 30% or 40% depending on whether the securities subscribed, directly or indirectly, correspond to assets for which the lock-up period is less than ten (10) years or greater than or equal to ten (10) years; the General Shareholders' Meeting may however expressly authorise the Board of Directors to cancel or reduce the aforementioned discount, if they deem it appropriate, to take account, *inter alia*, of locally applicable legal, accounting, tax and social security regimes;

- 5° **Authorises** the Board of Directors to freely allocate issued or newly-issued shares or other issued or newly-issued securities giving access to the Company's capital, in respect of the contribution or, as the case may be, discount, provided that when their equivalent pecuniary value (assessed at the subscription price) is taken into account, it does not have the effect of exceeding the legal or regulatory limits;
- 6° **Decides** to cancel the preferential right of the shareholders to subscribe to ordinary shares or other securities giving access to the share capital to be issued and, as the case may be, freely allotted, and to ordinary shares conferred by virtue of the securities issued on the basis of this resolution, in favour of the aforementioned company savings plan members;
- 7° **Decides** that the features of the other securities giving access to the Company's share capital shall be determined by the Board of Directors in accordance with the applicable laws and regulations;
- 8° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this resolution, and in particular:
 - to determine the terms and conditions of the transactions and to determine the dates and terms and conditions of the issues and free allocations of shares or other securities completed pursuant to this authorisation,
 - to set the subscription opening and closing dates, the dividend entitlement dates, the terms according to which the shares and other securities giving access to the Company's capital are to be paid-up,
 - to grant additional time to pay for the shares and, as the case may be, the other securities conferring access to the Company's share capital,
 - to decide that the issues may be made directly to the beneficiaries or through mutual funds,
 - to draw up, in accordance with the law, the list of companies or groups whose present and former staff members are eligible to subscribe to the ordinary shares or securities issued and, as the case may be, to receive the freely-allotted ordinary shares or securities giving access to the Company's capital,
 - to set the seniority conditions to be met by the beneficiaries of the ordinary shares or securities included in each free allocation made pursuant to this resolution,
 - to determine, as the case may be, the nature of the securities allocated for free, as well as the terms and conditions of such allocation,
 - to take all necessary measures to protect the rights of the holders of securities or other rights giving access to the share capital, in accordance with the applicable laws and regulations, and with any contractual provisions providing for further adjustments;
 - to record the completion of the capital increases up to the amount of the shares or securities giving access to the Company's capital that will be effectively subscribed,
 - to determine, as the case may be, the amounts to be capitalised, subject to the aforementioned maximum amount, and the shareholders' equity line items from which they are to be deducted,
 - to enter into any agreements, to carry out any and all transactions and formalities in relation to the share capital increases, directly or through an agent, and to amend the Articles of Association to reflect such capital increases,
 - to take all necessary measures to complete the issues and, as the case may be, to suspend any issues and, at its sole discretion and if it deems appropriate to do so, to charge the expense of the share capital increases to the corresponding premium amount and to deduct

from such amount the sums required to raise the legal reserve to one-tenth of the new capital after each issue, and to apply for listing of the securities created wherever it deems fit;

9° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations;

10° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

This resolution was **adopted** by 396,841,917 votes **FOR** (i.e. 99.86%), 554,176 votes **AGAINST** and 35,273 **ABSTENTIONS**.

**RESOLUTION FALLING WITHIN THE SCOPE OF THE ORDINARY
SHAREHOLDERS' MEETING**

Resolution 26 - Powers for formalities

The General Shareholders' Meeting grants all powers to the bearer of an original, copy or excerpt of the minutes of this General Shareholders' Meeting to carry out any formalities that may be required.

This resolution was **adopted** by 397,107,982 votes **FOR** (i.e. 99.93%), 271,006 votes **AGAINST** and 48,674 **ABSTENTIONS**.

* *
*

There being no further business, the Chairman thanked the shareholders for attending the General Meeting and adjourned the meeting at 4:30 p.m.

On the basis of the foregoing, these minutes were drawn up, then read and signed by the Chairman and the members of the bureau.

The Chairman

The Secretary

Dominique D'Hinnin

David Bertolotti

Scrutineer

Scrutineer

For BPI Participations
Vladislav Tcaci

For FSP
Claude Heriard Dubreuil