AGENDA

ORDINARY PART

- Reading of the management report of the Board of Directors on the financial statements incorporating the Group’s report;
- Reading of the general meeting’s proposed resolutions report of the Board of Directors;
- Reading of the corporate governance report of the Board of Directors;
- Reading of the Statutory Auditors’ report on the Financial statements for the year ended 31 December 2019;
- Reading of the Statutory Auditors’ report on the consolidated financial statements for the year ended 31 December 2019;
- Approval of Financial statements for the year ended 31 December 2019 and discharge to all directors; (Resolution N°1)
- Approval of the consolidated financial statements for the year ended 31 December 2019; (Resolution N°2)
- Assignment of the financial result for the year ended 31 December 2019; (Resolution N°3)
- Approval of regulated agreements and commitments covered by Article L.225-38 and subsequent of the French Commercial Code; (Resolution N°4)
- Setting of the annual Directors’ fees; (Resolution N°5)
- Approval of the information mentioned in the Article L. 225-37-3 I of the French commercial code concerning the remuneration due or awarded to the corporate officers for the 2019 financial year; (Resolution N°6)
- Approval of the fixe, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Chairman of the Board and Chief Executive Officer for the 2019 financial year; (Resolution N°7)
- Approval of the corporate officers’ compensation policy; (Resolution N°8)
- Authorization granted to the Board of directors to enable the Company to trade in its own shares; (Resolution N°9)
- Proxy to carry out formalities. (Resolution N°10)

EXTRAORDINARY PART

- Reading of the report of the Board of Directors on the proposed resolutions;
- Reading of the Statutory Auditors’ reports;
- Delegation of authority granted to the Board of directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders; (Resolution N°11)
- Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in the Article L. 411-2 of the French Monetary and Financial Code; (Resolution N°12)
- Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without the preferential subscription rights of the shareholders, through public offers addressed exclusively to qualified investors or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code; (Resolution N°13)
- Delegation of authority to the Board of directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders; (Resolution N°14)
- Delegation of authority granted to the Board of directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders; (Resolution N°15)
- Delegation of authority granted to the Board of directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted; (Resolution N°16)
- Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders; (Resolution N°17)
- Delegation of authority granted to the Board of directors to reduce the capital by cancelling shares acquired under buyback programme; (Resolution N°18)
- Delegation of authority granted to the Board of directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital; (Resolution N°19)
- Compliance upgrade of the Bylaws; subsequent amendment of Article 15 of the Bylaws; (Resolution N°20)
- Proxy to carry out formalities. (Resolution N°21)

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS’ MEETING

ORDINARY PART

First resolution
(Approval of Financial statements for the year ended 31 December 2019 and discharge to all directors)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, after having considered the annual financial statements for the year ended 31 December 2019, the report of the Board of Directors and the Report of the statutory auditors concerning these financial statements, approved the financial statements for the year ended 31 December 2019, which disclosed a net profit of € 56,834,137 as presented, and the transactions reflected in these financial statements or summarized in these reports.
As a result, the Shareholders’ meeting grants full and unreserved discharge to the Directors for the execution of their management duties for said reporting year.

The Annual Shareholders’ meeting asserts that no overall expenses referred to in article 39, 4° of the French general tax code were noted.

**Second resolution**
*(Approval of the consolidated financial statements for the year ended 31 December 2019)*

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings has, after having considered the corporate consolidated accounts for the year ended 31 December 2019, the report of the Board of Directors and the report of statutory auditors concerning these consolidated accounts, approved the consolidated financial statements for the year ended 31 December 2019, which disclosed a net profit of € 236,182,400 as presented, and the transactions reflected in these financial statements or summarized in these reports.

**Third resolution**
*(Assignment of the financial result for the year ended 31 December 2019)*

The Shareholders’ meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, has decided to assign as follows, the income for the year ended 31 December 2019:

- **Income of the year:** € 56,834,137
- **Year-earlier profit carried forward:** € 31,324,481
- **Distributable profit:** € 88,158,618
- **Total amount of dividends to be disbursed to shareholders(**):** € 62,682,529
- **Balance resulting from disbursement:** € 25,476,089

(*) *The amount of dividends was calculated on the basis of the total number of shares as of December 31, 2019 (92,180,190 shares).*

Each share of the company with a nominal value of € 0.20 will entitle its holder to a payment of a net dividend valued at € 0.68.

The dividend will be paid as from March 31, 2020.

The Shareholders’ Meeting notes that for individual shareholders domiciled for tax purposes in France, dividends received are subject, pursuant to Article 200 A, 1 A 1° of the French General Tax Code, to a single flat-rate withholding tax of 12.8%, at the shareholder’s option, such income may be taxed at the progressive income tax rate. In the latter case, dividends are eligible for the 40% allowance referred to in Articles 158 3 2° and 243 bis of the French General Tax Code. In both cases, when dividends are paid, they are subject to a non-taxable withholding tax at the rate of 12.8% as an advance payment of income tax, which is deducted from the final tax due.

However, in accordance with the third paragraph of Article 117 quater of the French General Tax Code, individuals belonging to a tax household whose reference tax income is less than 50,000 euros for single, divorced or widowed taxpayers or € 75,000 for taxpayers subject to joint taxation, may request
exemption from this 12.8% withholding tax under the conditions provided for in Article 242 quater of the French General Tax Code.

In addition, for individual shareholders domiciled in France for tax purposes, social security contributions are applied in all cases to dividends paid of 17.2%.

The Shareholders’ meeting notes, in accordance with the provisions of Article 243 bis of the French General Tax Code, that the dividends paid in respect of the last three financial years were as follows:

The Shareholders’ Meeting acknowledges, pursuant to Article 243 bis of the French general tax code, that the dividends paid for the last three financial years are the followings:

<table>
<thead>
<tr>
<th>Exercise</th>
<th>Dividend (*)</th>
<th>Amount eligible for the 40% abatment</th>
<th>Amount not eligible for the 40% abatment</th>
<th>Dividend per shares (*)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>52,540,761 €</td>
<td>52,540,761 €</td>
<td>0 €</td>
<td>0.57 €</td>
</tr>
<tr>
<td>2017</td>
<td>42,402,887 €</td>
<td>42,402,887 €</td>
<td>0 €</td>
<td>0.46 €</td>
</tr>
<tr>
<td>2016</td>
<td>38,713,209 €</td>
<td>38,713,209 €</td>
<td>0 €</td>
<td>0.42 €</td>
</tr>
</tbody>
</table>

(*) Prior deduction of social contribution on the dividend paid to physical person.

Fourth resolution
(Approval of regulated agreements and commitments covered by Article L.225-38 and subsequent of the French Commercial Code)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors concerning regulated agreements and commitments as referred in Articles L.225 - 38 and subsequent of the French commercial code:

- takes notice of the conclusions of said report and approves the regulated agreement concluded in 2019 between the Company and Sartorius AG covering the recharge of services of René Fáber performed to the benefit of Sartorius Stedim Biotech S.A., which is mentioned in the special report of the Statutory Auditors;

- takes notice of the conclusions of said report and approves the regulated agreement concluded in fiscal years prior to 2019 with execution continuing in 2019 between the Company and Sartorius AG covering the recharge of services of Joachim Kreuzburg performed to the benefit of Sartorius Stedim Biotech S.A., which is mentioned in the special report of the Statutory Auditors;

- takes notice of the conclusions of said report and approves the regulated commitments which are mentioned in such a special report, taken by Sartorius AG to the benefit of Mr Joachim Kreuzburg, relating to a non-competition clause, an earlier departure severance, and a supplementary pension scheme

The Shareholders’ Meeting takes note, pursuant to the provisions of the Article L. 225 - 40 of the French commercial code, that the shares of Sartorius AG, shareholders who have interest to the regulated agreement and commitments mentioned in the special report, are not taken into account for the calculation of the majority.

Fifth resolution
(Setting of the annual Directors’ fees)
The Shareholder’s Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, approves the annual Director’s fees allocated for the 2019 financial year and the followings years to come, until the Shareholders’ Meeting decides otherwise, amounting to € 249,353.

The Shareholders’ Meeting grants full powers to the Board of Directors for allowing such attendance fees among its members, in whole or in part, and on such terms as it may determine.

Sixth resolution
(Approval of the information mentioned in the Article L. 225-37-3 I of the French commercial code concerning the remuneration due or awarded to the corporate officers for the 2019 financial year)

The Shareholders’ Meeting, pursuant to the article L. 225-100 II of the French commercial code, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, and after having considered the corporate governance report of the Board of Directors, approves the information mentioned in the Article L. 225-37-3 I of the French commercial code concerning the remuneration due or awarded to the corporate officers for the 2019 financial year as described in the corporate governance report of the Board of Directors.

Seventh resolution
(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Chairman of the Board and Chief Executive Officer for the 2019 financial year)

The Shareholders’ Meeting, pursuant to the article L. 225-100 III of the French commercial code, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to Mr. Joachim Kreuzburg, Chairman of the Board and Chief Executive Officer, for the 2019 financial year.

Eighth resolution
(Approval of the corporate officers’ compensation policy)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, after having considered the corporate governance report of the Board of Directors, pursuant to the article L. 225-37-2 of the French commercial code, approves the corporate officers’ compensation policy as described in the corporate governance report of the Board of Directors.

Ninth resolution
(Authorization granted to the Board of directors to enable the Company to trade in its own shares)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, having considered the report of the Board of directors, in compliance with the provisions of articles L. 225-209 et seq. of the French commercial Code, the directly applicable provisions of the European Commission regulation no. 2273/2003 of 22nd December 2003, the General regulation of the Autorité des marchés financiers (AMF – Financial
market authority), and the market practices accepted by the AMF:

1. authorizes the Board of directors, having the right to sub-delegate in compliance with applicable laws and regulations, to make the Company acquire, hold, or transfer, on one or more occasions, shares of the Company in connection with the implementation of a share buyback program subject to the provisions of Articles L. 225-209 et seq. of the French commercial Code;

2. decides that the acquisition, sale or transfer of such shares may be effected by any means on the market or over-the-counter, including through the acquisition of blocks of shares; these means include the use of any derivative financial instrument traded on a regulated market or over-the-counter or the delivery of shares as a result of the issuance of securities giving access to the Company’s capital through conversion, exchange, redemption, exercise of a warrant or in any other manner either directly or through an investment service provider; the maximum share of the capital acquired or transferred in blocks may reach the entire program; these transactions may be carried out at any time, including during periods of public offer on the capital of the Company, in compliance with the regulations in force;

3. decides that the share buyback program will have, in order of priority, the following objectives:

- to promote liquidity and stimulate the market price of the Company’s shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF;
- the cancellation of all or part of the shares thus purchased, within the maximum legal limit of 10% of the total number of shares composing the capital, for a period of twenty-four (24) months, pursuant to the eighteenth (18th) resolution of this general meeting and subject to the adoption of the eighteenth (18th) resolution;
- the delivery of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contributions;
- the delivery of shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner;
- the delivery of share to its corporate officers and employees as well as those of companies affiliated to it, under the conditions and in the terms provided for by law, particularly in the context of stock option plan, free granting plan of issued or to be issued shares or company or inter-companies saving plans;
- the conservation of the shares for purposes of patrimonial and financial management.

4. decides that the terms and conditions of the share buyback program are the followings:

- duration of the program: a maximum of 18 months, starting from the date of the present Shareholders’ Meeting and expiring on the date when any Shareholders’ Meeting of the Company adopts a new share buyback program or, alternatively, on September 24, 2021;

- maximum redemption percentage: 0.10% of the share capital, i.e. 92,180 shares on the basis of 92,180,190 shares making up the share capital at the date of this Shareholders’ Meeting; being specified that this limit applies to an amount of the share capital of the Company, which may be adjusted by the Board of Directors to take account of transactions affecting the share capital after the date of the present Shareholders’ Meeting, the
acquisitions made by the Company can not in any case cause it to hold, directly or indirectly through its subsidiaries, more than 10% of its share capital;

when the shares are acquired in order to encourage the liquidity of the Company’s shares under the conditions defined by the AMF’s general regulations, the number of shares taken into account for the calculation of this limit will correspond to the number shares purchased net of the number of shares resold during the term of the authorization;

- maximum unit purchase price (excluding fees and commissions): € 250, i.e. a maximum theoretical amount allocated to the share buyback program of € 23,045,000 on the basis of the maximum percentage of 0.10%, excluding trading costs, the maximum theoretical amount will be adjusted by the Board of Directors to take into account transactions affecting the share capital after the date of this Shareholders’ Meeting.

5. decides that the dividends attached to the treasury shares of the Company shall be affected to the retained earnings account;

6. grants all necessary powers to the Board of directors, with right to sub-delegate in compliance with applicable laws and regulations, to implement this authorization and in particular to establish the terms and conditions of the share buy-back program in compliance with applicable laws and with the present resolution, and notably to proceed, as the case may be, with any adjustment required by transactions on the share capital; to place any purchase order on the stock market; to enter any agreement, notably for the keeping of registers of sale and purchase of shares, to make any and all declarations to the AMF and any other organization, to carry out all formalities, and more generally, to take all appropriate measures.

7. this delegation invalids, in the future, the delegation granted by the shareholders’ general meeting of March 26, 2019 in its fortieth (14th) resolution.

Tenth resolution
(Proxy to carry out formalities)

The Shareholders’ Meeting gives full authority to the bearer of an original, a copy or an extract of the minutes from the present Annual Shareholders’ Meeting to accomplish each necessary procedure.

EXTRAORDINARY PART

Eleventh resolution
(Delegation of authority granted to the Board of directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report and after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of articles L. 225-129 to L. 225-129-6, L. 225-132 to L. 225-134 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in France or abroad,
in the proportion and at the times it considers appropriate, with preferential subscription
derekening the shareholders maintained, through public offerings by the Company, with the
issuance of (i) shares of the Company, other than preference shares (ii) and/or securities of
any kind whatsoever, other than securities giving the right to the issuance of preference
shares, giving access to the share capital of the Company, in new or existing shares, (iii) and/or
securities giving the right to the allotment of debt instruments, for valuable consideration or
free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code;
2. delegates its authority to the Board of directors, with the right to sub-delegate in accordance
with applicable law and regulations, to proceed with, in one or several times, in France or
abroad, in the proportion and at the times it considers appropriate, in euro or in any other
currency or monetary unit established by reference to a basket of currencies, with preferential
subscription rights of the shareholders maintained, (i) the issuance of securities giving access
to the share capital of companies in which the Company holds directly or indirectly more than
half of the share capital and/or (ii) the issuance of securities giving access to the share capital
of any company which directly or indirectly holds more than half of the Company’s share
capital, subject to the authorization by the competent body of the companies referred to in
(i) and (ii) above;
3. sets the following limits to the amounts of the issuances that may be carried out pursuant to
the present delegation of authority:
   a/ the nominal amount of the share capital increase or share capital increases that may be
carried out immediately or in the future pursuant to this delegation of authority, shall not
exceed a maximum amount of four millions euros (€ 4,000,000.00 ), or the equivalent value
of this amount as at the date of the issuance decision, not including the nominal value of the
shares to be issued, if applicable, pursuant to the adjustments made in order to protect the
rights of the holders of securities giving access to the Company’s share capital, in accordance
with applicable law and regulations as well as contractual provisions, it being specified that
the limits of the nominal amount of the capital increases, with or without preferential
subscription rights of the shareholders, set from the twelfth (12th) to the seventeenth (17th)
resolutions submitted to this Shareholders’ Meeting shall be deducted from this overall limit;
   b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of
authority shall not exceed a maximum amount of five hundred millions euros (€
500,000,000.00 ), or the equivalent value of this amount as at the date of the issuance
decision, it being specified that (i) this amount does not include any above-par reimbursement
premium, if any were provided for and (ii) the limits of issuance of debt instruments set in the
twelfth (12th) to the seventeenth (17th) resolutions submitted to this Shareholders’ Meeting
shall be deducted from this overall limit;
4. decides that the subscription of the shares and securities of the Company above may be made
either in cash or by way of set-off;
5. decides that the Company’s shareholders will have a preferential right to subscribe for the
issuance or issuances of shares and/or securities that the Board of directors may decide
pursuant to this delegation of authority on an irreducible basis in proportion of the number
of shares then owned by them;
6. acknowledges that the Board of directors may grant Shareholders additional preferential rights by introducing a reducible subscription right exercisable in proportion to Shareholders’ existing preferential rights and within the limits of their requests;

7. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

8. acknowledges that, pursuant to article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issuance of the shares or the securities giving access to the share capital of the Company, the Board of directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:

   - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the issuance decided upon;
   - to freely allocate some or all the unsubscribed shares or securities giving access to the share capital of the Company;
   - to offer all or part of the unsubscribed shares or securities giving access to the share capital of the Company to the public on French market or abroad;

9. decides that any issuance of warrants giving entitlement to subscribe for the Company’s shares may also be made by way of free allocations to the owners of existing shares, it being specified that the Board of directors may decide that fractional allotment rights will be neither negotiable nor transferable and that the corresponding securities will be sold;

10. acknowledges that the Board of directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders’ meeting in accordance with applicable laws and regulations;

11. grants the Board of directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:

   - decide the share capital increase and determine the nature of the shares and/or the securities to be issued;
   - decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
   - determine the dates, the terms and conditions of the share capital increase, the characteristics of the shares and/or securities to be issued, in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary,
such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the relevant shares and/or the securities, the above terms, in compliance with the applicable formalities;

- determine the means of payment of the shares and/or of the securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future;

- set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares and/or securities already issued by the Company, attached to the shares and/or securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);

- set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of canceling such securities or not, taking into account the applicable legal provisions;

- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to shares may be temporarily suspended;

- at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

- determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders’ equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;

- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

12. notes that this delegation invalids, in the future, the delegation granted by the general meeting of April 3, 2018 in its fifteenth (15th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this
Shareholders’ Meeting.

Twelfth resolution

(Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in the Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report and after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of articles L. 225-129 trough L. 225-129-6, L. 225-134 through L. 225-136 and L. 228-91 through L. 228-93 of the French Commercial Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, with the issuance through one or several public offering(s), other than public offers addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code and submitted to this general meeting in its thirteenth (13th) resolution, of (i) shares, other than preference shares, and/or (ii) securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, and/or (iii) securities giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code;

2. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, through public offerings, with the issuance through one or several public offering(s) by the Company, other than public offers addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code and submitted to this general meeting in its thirteenth (13th) resolution, of shares and/or of securities giving or capable of giving access to the share capital of the Company following the issuance by the companies that the Company holds directly or indirectly more than half of the share capital or by any company which directly or indirectly holds more than half of the Company’s share capital, of securities giving or capable of giving access to the share capital of the Company; this delegation of authority automatically entails an express waiver by the shareholders of their preferential subscription rights in respect of the shares and/or the securities giving or capable of giving access to the share capital of the Company to which these securities may give access;

3. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) by the Company, other than public offers addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code and submitted to this general meeting in its thirteenth (13th) resolution, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with the issuance of (i) securities giving access to the share capital of
companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company’s share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;

4. sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:

a/ the nominal value of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of four millions euros (€ 4,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the holders of securities giving access to the Company’s share capital, in accordance with applicable law and regulations as well as contractual provisions, it being specified that the nominal value of the share capital increases carried out pursuant to this delegation of authority shall be deducted from the overall limit set in paragraph 3.a/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting;

b/ the nominal value of the debt instruments that may be issued immediately or pursuant to this delegation of authority shall not exceed a maximum amount of five hundred millions euros (€ 500,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal value of the debt instruments shall be deducted from the overall limit set in paragraph 3.b/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting;

5. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;

6. decides to waive the shareholders’ preferential subscription rights on the shares and/or securities which may be issued pursuant to this delegation of authority, it being specified that the Board of directors may grant shareholders a priority subscription period, in respect of all or part of the issuance of shares and/or securities giving access to the share capital of the Company for such period and on such terms as it shall determine in accordance with the provisions of article L. 225-135 paragraph 5 of the French Commercial Code, this priority subscription period shall not give rise to the creation of negotiable rights, shall be exercised in proportion to the number of shares owned by each shareholder and may be exercised, as the Board of directors considers appropriate, on a reducible and irreducible basis, it being specified that shares and/or securities not subscribed for in said manner will be the subject to a public offering in France or abroad;

7. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company, which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
8. acknowledges that, pursuant to article L. 225-134 of the French Commercial Code, if the subscriptions, including when applicable, the subscriptions made by the shareholders of the Company, do not absorb the entirety of the issuance, the Board of directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:

- to limit the share capital increase to the amount of the subscriptions received, provided that said amount equals at least three quarters of the amount of the issuance decided upon;
- to freely allocate some or all the unsubscribed shares or securities;

9. acknowledges that pursuant to article L. 225-136 of the French Commercial Code:

- the issue price of the shares to be issued shall be at least equal to the minimum set forth by applicable law and regulations as at the date of the issuance decision;
- the issue price of the securities giving or capable of giving access to the share capital of the Company to be issued shares shall be such that the amount collected by the Company immediately, increased if applicable, by the amount which could be collected later on by the Company shall be, for each share issued consequently to the issue of these securities, at least equal to the amount set forth in the paragraph above;

10. acknowledges that the Board of directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders’ meeting in accordance with applicable laws and regulations;

11. The Shareholders’ Meeting grants the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

- decide to increase the share capital and determine the nature of the shares and/or the securities to be issued;
- decide the amount of the capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
- determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;
determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;

– set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);

– set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of canceling such securities or not, taking into account the applicable legal provisions;

– determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to shares may be temporarily suspended;

– at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

– determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders’ equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company;

– duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

– generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

12. notes that this delegation invalids, in the future, the delegation granted by the shareholders’ general meeting of April 3, 2018 in its sixtieth (16th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders’ Meeting.

Thirteenth resolution
(Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without the preferential subscription rights of the shareholders, through public offers addressed exclusively to qualified investors or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code)
The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report and noted that the share capital has been fully paid-up, and in accordance, on the one hand, with the provisions of articles L. 225-129, L. 225-129-2, L. 225-134 through L. 225-136 and L. 228-91 through L. 228-93 of the French Commercial Code, and, in the other hand, with those of article L. 411-2 of the French Monetary and Financial Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, under public offers addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with (i) the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, and/or (ii) the issuance of securities which are equity securities giving access to other equity securities or giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code;

2. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offer(s) addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with the issuance of shares and/or securities giving or capable of giving access to the share capital of the Company to issue after the issuance, by the companies in which the Company holds directly or indirectly more than half of the share capital or by any company that holds directly or indirectly more than half of the share capital, of securities giving or capable of giving access to the share capital of the Company; this decision shall automatically entails, to the benefits of the holders of the securities that may be issued by the above companies, an express waiver by shareholders of their preferential subscription rights in respect of the shares or securities giving or capable of giving access to the capital of the Company to which these securities entitle;

3. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offer(s) addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with the issuance of (i) securities giving or capable of giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) securities giving or capable of giving access to the share capital of any company which directly or indirectly holds more than half of the Company’s share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
4. sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:

a/ the nominal value of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of four million euros (€ 4,000,000.00) or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made, in order to protect the rights of the holders of securities giving access to the Company’s share capital, in accordance with applicable law and regulations as well as contractual provisions, it being specified that the nominal amount of either the capital increase or the share capital increases made under this delegation shall be deducted from the overall limit set in paragraph 3.a/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting;

b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of five hundred million euros (€ 500,000,000.00) or the equivalent value of this amount as at the date of the issuance decision, it being specified, that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal amount of debt instruments shall be deducted from the overall limit set in the paragraph 3.b/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting;

5. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;

6. decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities that may be issued pursuant to this delegation of authority;

7. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the capital of the Company which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

8. acknowledges that, pursuant to article L. 225-134 of the French Commercial Code, if subscriptions, including, when appropriate, the subscriptions of the shareholders of the Company, do not absorb the entirety of the issuance, the Board of directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:

   – to limit the share capital increase to the amount of the subscription, provided that said amount equals at least three quarters of the amount of the issuance decided upon;
   – to freely allocate some or all of the unsubscribed shares or securities giving access to the share capital of the Company;

9. acknowledges that, pursuant to article L. 225-136 of the French Commercial Code:

   – the issue price of shares issued directly shall be at least equal to the minimum stipulated by the laws and regulations applicable on the date of the issuance decision,
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the issue price of securities giving or capable of giving access to the share capital of the Company will be such that the sum received immediately by the Company, increased, if applicable, by that likely to be subsequently received by it for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum subscription price referred to in the preceding paragraph;

10. acknowledges that the Board of directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders’ meeting in accordance with applicable laws and regulations;

11. grants the Board of directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:

– decide the share capital increase and determine the nature of the shares and/or the securities to be issued;
– decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
– determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights), and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;
– determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;
– set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
– set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or
1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to decide, for each of the issuances made pursuant to the eleventh (11th) to thirteenth (13th) resolutions, to increase the number of shares and/or securities giving or capable of giving access to the capital of the Company to be issued in case of share capital increase of the Company with or without preferential rights of shareholders at the same price as the price for the initial issuance and within the time and limits provided by law and regulations and market practices in the day of the issuance decision, and to this day for a period of thirty (30) calendar days from the closing of the subscription and within the limit of fifteen percent (15%) of the initial issue, particularly in order to grant an over-allotment option, provided that the release of shares and/or other securities issued under this
delegation of authority may be made either in cash or by way of compensation of receivables, certain due and payable held upon the Company;

2. decides that the nominal value of any share capital increases decided pursuant to this delegation of authority shall be deducted from the amount of the fixed overall limit in paragraph 3.a/ of the eleventh (11th) resolution of this Shareholders’ Meeting.

3. decides that the Board of directors may not, without prior authorization granted by the Shareholders’ Meeting, use this delegation as from the filing by a third party of a public tender offer on the Company’s securities until the end of the offer period.

4. notes that this delegation invalids, in the future, the delegation granted by the general meeting of April 3, 2018 in its eighteenth (18th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders’ Meeting.

**Fifteenth resolution**

(Delegation of authority granted to the Board of directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report, in accordance with the provisions of articles L. 225-129 et seq., L. 225-147 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to decide, in one or several times, in the proportion and at the times it considers appropriate, on the report of the contributions statutory auditor referred to in article L. 225-147 of the French Commercial Code, the issuance of shares, excluding preference shares and / or securities of any kind whatsoever, excluding securities giving or capable of giving entitlement to preference shares, giving or capable of giving access to the share capital of the Company, whether new or existing shares, in consideration for contributions in kind granted to the Company and consisting of shares and/or securities giving or capable of giving access to the capital when the provisions of article L. 225-148 of the French Commercial Code are not applicable;

2. decides that the nominal amount of any share capital increases that may be realized immediately or in the future under this delegation of authority may not exceed ten percent 10% of the share capital of the Company at the moment of the capital increase, it is being specified, that the nominal amount or the capital increases made under this delegation of authority shall be deducted from the overall limit set in paragraph 3.a/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting;

3. decides that the securities giving or capable of giving access to the capital of the Company issued may consist of debt securities or be associated with the issuance of such securities or enable their issuance as intermediate securities, it is being specified, firstly, that the nominal amount of debt securities that may be issued pursuant this delegation of authority may not
exceed the sum of five hundred millions euros (€ 500,000,000.00) or the equivalent value of the amount on the date of the issuance decision, and, secondly, the nominal amount of debt securities shall be deducted from the overall limit set in paragraph 3.b/ of the eleventh (11th) resolution of this shareholders’ meeting;

4. decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities giving or capable of giving access to the share capital of the Company that may be issued pursuant to this delegation to the holders of shares and/or securities, subject of the above contributions in kind;

5. notes that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company and which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

6. grants the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

   – decide to increase the share capital of the Company in consideration of the above contributions in kind and determine the nature of the shares and/or securities to be issued;
   – set the list of shares and/or securities contributed, approve the valuation of contributions in kind, establish the terms for the issuance of shares and/or securities remunerating these contributions, and if necessary, the amount of the cash payment to be made, approve the granting of particular advantages, and reduce, if the contributors consent, the valuation of contributions in kind or the compensation of particular advantages;
   – determine the issuance procedures and characteristics of the securities remunerating contributions in kind and make all adjustments to take into account the impact of transactions on the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders’ equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
   – at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
   – duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
   – generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

7. notes that this delegation invalids, in the future, the delegation granted by the Shareholders general meeting of April 3, 2018 in its nineteenth (19th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders’ Meeting.
Sixteenth resolution
(Delegation of authority granted to the Board of directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to the ordinary shareholders’ meetings, having considered the Board of directors’ report and in accordance with the provisions of articles L. 225-129 to L. 225-129-6 and L. 225-130 of the French Commercial Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the increase of the share capital of the Company by the incorporation of share premiums, reserves, earnings or other amounts that may be converted into capital successively or simultaneously in accordance with applicable law and the articles of association, by freely allocating new shares and/or by increasing the nominal value of existing shares, or through a combination of the two procedures according to the terms that it will set;

2. resolves that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of four millions euros (€ 4,000,000.00) it being specified that this nominal amount is a limit separate from the overall limit set in paragraph 3.a/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting.

3. grants the Board of directors any necessary power, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:

   – determine the amount and nature of sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares is to be increased and decide the date, which may be retrospective, from which the new shares will be entitled for dividend or the increase in the nominal value of the existing shares will take effect;
   – decide, in the event of shares to be issued:
     – that fractional rights will not be negotiable and that the corresponding shares will be sold, the proceeds of such sale being allocated to the holders of the rights on terms specified in the law and regulations;
     – make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders’ equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
   – at its own discretion, charge, if any, the costs of capital increases against available reserves arising thereon and deduct from this amount the sums necessary to increase the legal reserve;
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- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

4. notes that this delegation invalids, in the future, the delegation granted by the Shareholders general meeting of April 3, 2018 in its twentieth (20th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders’ Meeting.

Seventeenth resolution
(Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders)

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report, and in accordance with the provisions of articles L. 225-129 et seq. and articles L. 225-138 and L. 225-138-1 of the French Commercial Code and with articles L. 3332-1 et seq. of the French Labor Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, reserved for members of company savings plans or any other plan for whose members a capital increase may be reserved on equivalent terms under article L. 3332-18 of the French Labor Code, implemented within a French or foreign entity or group of entities falling within the scope of the Company’s consolidated or combined financial statements pursuant to articles L. 3344-1 and L. 3344-2 of the French Labor Code, it being specified that the payment of the shares and/or securities may be subscribed either in cash or by way of compensation of receivables, certain due and payable held upon the Company, either by the incorporation of the reserves, the benefits or the premiums to the share capital in the event of free share allocation as the result of the discount and/or the abundance;

2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of four millions euros (€ 4,000,000.00), it being specified that this maximum is separate from the overall limit set in paragraph 3.a/ of the eleventh (11th) resolution submitted to this Shareholders’ Meeting;

3. decides to waive the preferential subscription rights of shareholders of the Company with respect to the shares and/or the securities giving access to the share capital of the Company which may be issued pursuant to this delegation of authority, in favor of the beneficiaries defined in paragraph 1 above, and notes that this delegation of authority automatically
entails, to the benefit of the holders of securities which may be issued pursuant to this
degulation of authority, an express waiver by the shareholders of the Company of their
preferential subscription rights in respect of the shares to which securities may give access
immediately or in the future;

4. decides that the issue price of the shares and/or securities giving or capable of giving access
to the share capital of the Company will be set in accordance with articles L. 3332-18 et seq.
of the French Labor Code, provided that, the discount set shall not be lower than twenty per
cent (20%) of the average quoted price of the Company’s share on the regulated market
Euronext Paris over the twenty (20) trading days preceding the date of the decision setting
the opening date of the subscription period reserved for the members of company savings
plans, nor exceed twenty per cent (20%) of this average; however the Shareholders’ Meeting
expressly authorizes the Board of directors to reduce or cancel the aforementioned discount,
as it considers appropriate, in particular in order to take into consideration the international
accounting standards, or, inter alia, locally applicable legal, accounting, tax or social provisions
in the countries of certain beneficiaries, the Board of directors may also substitute all or part
of the discount by granting shares and/or securities giving access to the share capital of the
Company pursuant to the provisions below;

5. authorizes the Board of directors, according to this delegation of authority, to freely allot
shares and/or securities giving access immediately or in the future to share capital of the
Company to the members of company savings plans to replace in part or all of the discount
and/or, if applicable the abundance, it being specified that the total advantage resulting from
this allocation in relation with the discount and/or the abundance may not exceed the legal
and regulatory limits;

6. grants the Board of directors any necessary power, with the right to sub-delegate in
accordance with applicable law and regulations, to implement this delegation of authority
and, in particular:

- establish in accordance with the law a list of companies or groups of companies for which
the beneficiaries indicated in paragraph 1 above may subscribe for the shares and/or
securities giving or capable of giving access to the capital of the Company thereby issued and
who may be freely allotted shares and/or securities giving or capable of giving access to the
capital of the Company;
- decide that subscriptions for the shares and/or securities may be made directly by
beneficiaries belonging to an entity or group savings plan, or via dedicated mutual funds or
other vehicles or entities permitted under the applicable law and regulations;
- determine the conditions, in particular as regards length of service, that must be met by the
beneficiaries of the new shares or securities that may be issued by the capital increases made
according to this resolution;
- set the opening and closing dates for subscriptions of the shares and/or securities;
- set the amounts of the issuances to be made under the present delegation of authority and
in particular determine the issue price, terms and conditions of subscription, payment,
delivery and date of entitlement to dividends of the shares and/or the securities, which may
be retrospective, rules for reduction in the event of oversubscription and any other terms
and conditions of the issues, subject to applicable legal and regulatory limits;
- provide for the possibility to proceed, according to the conditions it shall determine, as the
case may be, with any adjustments required in accordance with the legal and regulatory
provisions;
in the case of an issue of new shares, charge any amounts required to pay up said shares against reserves, profits, or share premium;

- at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

7. notes that this delegation invalids, in the future, the delegation granted by the general meeting of April 3, 2018 in its twenty-first (21st) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders’ Meeting.

**Eighteenth resolution**  
*(Delegation of authority granted to the Board of directors to reduce the capital in accordance with Article L. 225-2019 of the French Commercial Code)*

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report, in accordance with the provisions of the Article L. 225-209 and seq. of the French Commercial Code:

1. delegates its authority to the Board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to reduce the social capital, in one or several times and at any time as it deems appropriate, through the cancellation of shares that the Company owns or shall buy pursuant to the implementation of the share buyback program authorized in this general meeting in its ninth (9th) resolution or any later resolution with the same object within the maximum limit of 10% of the capital of the Company and by periods of twenty-four (24) months, and to proceed in the corresponding proportions at a capital reduction, it being specified that this limit shall be adjusted, if necessary, in order to take into account the operations that would affect it after this general meeting;

2. gives the broadest powers to the board of director, with the right to sub-delegate in accordance with applicable law and regulations, to adopt the terms and conditions of the share buyback, charge the difference between the accounting value of the cancelled shares and their nominal value against reserves or share premium, or to amend the Bylaws subsequently to this authorization and to accomplish any necessary procedure.

This delegation of authority is granted for a period of eighteen (18) months as of the date of this Shareholders’ Meeting.

**Nineteenth resolution**  
*(Delegation of authority granted to the Board of directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital)*
The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders’ meetings, having considered the Board of directors’ report and the Statutory Auditors’ special report, in accordance with Article L. 225-197-1 of the French Commercial Code:

1. delegates its authority to proceed, to the benefit of the employees that it shall determine and/or the corporate officers of the Company or of any subsidiary company under the provision of the Article L. 225-197-2 of the French Commercial Code it shall decide, with a granting of free new or existing shares;

2. decides that the granting of shares pursuant to this authorization shall not exceed a number of existing or new shares representing a percentage greater than 10% of the Company’s share capital calculated on the attribution date, subject to any adjustments that may be made in accordance with the applicable laws and regulations and, where applicable, to preserve the rights of holders of securities or other rights giving access to the capital;

3. decides that the granting of free shares to their beneficiaries shall be definitive after a period of vesting of one (1) year and that the period of retention of the shares by the beneficiaries is set to one (1) year;

   however, in case of disability of the beneficiary meeting the conditions provided in Article L. 225-197-1 of the French Commercial Code, the definitive vesting of the shares shall occur before the end of the period of vesting. The shares shall be freely transferable from their delivery;

4. decides that the board of directors shall proceed with the granting of free shares and shall determine, in particular:

   – the identity of the beneficiaries and the number of shares allotted to each of them; and
   – the conditions and criteria of the granting of the shares that shall mandatorily apply to the employees and/or the corporate officers beneficiaries;

5. acknowledges that this delegation of authority automatically entails, to the benefit of the beneficiaries, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares that would be issued under this resolution;

6. grants any necessary power to the board of directors, with the right to sub-delegate in accordance with applicable law and regulations, to implement this authorization, in the conditions set out above and within the limits provided by the law in force and, in particular, to determine, if necessary, the terms and conditions of the issuances that would be carried out under this authorization and the moment of the enjoyment of the new shares, to acknowledge the achievement of the capital increases, to amend the Bylaws subsequently, and, generally, to accomplish any necessary procedure for the issuance, the quotation and the financial service of the shares issued under the present resolution, and to accomplish any useful procedure under the law and regulations in force;

The board of directors shall give notice to the general meeting each year, in the legal and regulatory conditions, in particular pursuant to Article L. 225-197-4 of the French Commercial Code, of the
operations carried out under this resolution.

This delegation of authority is granted for a period of thirty-eight (38) months as of the date of this Shareholders’ Meeting.

**Twentieth resolution**
*(Compliance upgrade of the Bylaws; subsequent amendment of Article 15 of the Bylaws)*

The Shareholders’ Meeting, in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings, having considered the report of the Board of directors,

1. acknowledges that the Law n°2019-486 of May 22, 2019 related to the economic growth and the transformation of businesses has amended the threshold beyond which the Company must nominate a second director representing the employees, and reduced it from 12 to 8;

2. decides, therefore, to upgrade the Bylaws of the Company in order to ensure its compliance with the Law n°2019-486 of May 22, 2019 related to the economic growth and the transformation of businesses;

3. decides, therefore, the amendment of Article 15 of the Bylaws, as followed:

“Article 15 : Board of directors
[Unchanged]
15.9 Directors representing employees
15.9.1 In accordance with the applicable law, when the number of directors is equal to or less than 8, one director representing employees is
- elected by the employees of the company and its direct or indirect subsidiaries which have their registered office located in France under the conditions provided in this article, or
- appointed by the trade union organisation that obtained the most votes during the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries which have their registered office located on France, or
- appointed by the Work Council of the Company.
When the number of directors is more than 8, a second director representing employees is :
- elected by the employees of the company and its direct or indirect subsidiaries which have their registered office located in France under the conditions provided in this article, or
- appointed by the trade union organisation that obtained the most votes during the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries which have their registered office located on France, or
- appointed by the Work and Economic Committee of the Company.

The absence of the appointment of one or more directors representing employees in application of the applicable law and the present constitution shall not entail the invalidity of the deliberations of the board of directors.
[Remainder of the Article unchanged]”

**Twenty-first resolution**
*(Proxy to carry out formalities)*
The Shareholders’ Meeting gives full authority to the bearer of an original, a copy or an extract of the minutes from the present Shareholders’ Meeting to accomplish each necessary procedure.