

## **SHAREHOLDERS GENERAL MEETING**

**MAY 21, 2021**

### **Agenda**

#### ***Competence of the Ordinary General Meeting:***

1. Approval of the parent company financial statements for the period ended December 31, 2020;
2. Approval of the consolidated financial statements for the period ended December 31, 2020;
3. Approval of the non-deductible expenses and charges related to Articles 39-4 of the French General Tax Code;
4. Appropriation of income for the period ended December 31, 2020;
5. Approval of the related-party agreements and commitments referred to in Articles L.225-38 et seq. of the French Commercial Code;
6. Renewal of the term of office of Mr. Pierre Gadonneix as an independent director;
7. Renewal of the term of office of Mr. Ralf Ackermann as director;
8. Renewal of the term of office of Ms. Helen Lee Bouygues as director;
9. Renewal of the term of office of Mr. Philip Swash as director;
10. Renewal of the term of office of Mr. Christophe Villemin as director;
11. Renewal of the term of office of Ms. Caroline Catoire as director;
12. Approval of the compensation policy for directors;
13. Approval of the compensation policy for the Chairman of the Board of Directors;
14. Approval of the compensation policy for the Chief Executive Officer;
15. Approval of the compensation policy for the Deputy Chief Executive Officer and/or any other executive corporate officer;
16. Approval of information relating to the compensation of corporate officers for the period ended on December 31, 2020, in accordance with Article L.22-10-9, I of the French Commercial Code;
17. Approval of the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during or awarded in respect of the past financial year to Pierre Gadonneix, by reason of his office as Chairman of the Board of Directors;
18. Approval of the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during or awarded in respect of the past financial year to Ms. Yannick Assouad, by reason of his office as Chief Executive Officer until March 17, 2020;
19. Approval of the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during or awarded in respect of the past financial year to Mr. Philip Swash, by reason of his office as Chief Executive Officer as from March 17, 2020;

20. Authorization to be granted to the Board of Directors to enable the Company to purchase its own shares as part of the scheme referred to in Article L. 22-10-62 of the French Commercial Code;

**Competence of the Extraordinary General Meeting:**

21. Decision to be taken in accordance with the provisions of Article L. 225-248 of the Commercial Code;
22. Capital reduction due to losses by way of a reduction in the nominal value of the shares and corresponding amendment of the Bylaws;
23. Delegation of authority to be given to the Board of Directors to decide on increasing the share capital through the incorporation of premiums, reserves, profits or other items;
24. Delegation of authority to be given to the Board of Directors to decide on increasing the share capital by issuing shares and/or marketable securities giving immediate or future access to the capital, with preferential subscription right;
25. Delegation of authority to be given to the Board of Directors for increasing the capital by issuing shares and/or marketable securities giving immediate or future access to the capital and/or giving the right to award debt securities, with cancellation of the shareholders' preferential subscription right, through a public offer (excluding offers referred to in point 1 of Article L. 411-2 of the Monetary and Financial Code);
26. Delegation of authority to be given to the Board of Directors for increasing the capital by issuing shares and/or marketable securities giving immediate or future access to the capital and/or giving the right to award debt securities, with cancellation of the shareholders' preferential subscription right, through a public offer referred to in point 1 of Article L. 411-2 of the Monetary and Financial Code;
27. Authorization granted to the Board of Directors to issue shares and/or securities, without preferential subscription right, giving immediate or future access to the capital and/or giving an entitlement to the allocation of debt securities as compensation for contributions in kind;
28. Delegation of authority to be given to the Board of Directors for issuing shares and/or securities giving immediate or future access to the Company's capital, with cancellation of the shareholders' preferential subscription right, as compensation for securities contributed as part of a public offer including an exchange component initiated by the Company;
29. Decision-making authority to be granted to the Board of Directors to increase the capital by issuing shares or debt securities and/or securities giving immediate or future access to the capital or debt securities of the Company, with cancellation of the shareholders' preferential subscription right, to a category of persons meeting the characteristics specified;
30. Authorization to be given to the Board of Directors to increase the number of securities to be issued as part of a capital increase with or without preferential subscription right;
31. Authorization granted to the Board of Directors in the event of an issue with cancellation of the preferential subscription right, in order to set the issue price according to the terms set out by the General Meeting up to a maximum of 10% of the capital;
32. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares or securities giving access to the capital reserved for members of company savings plans, with cancellation of preferential subscription rights in favor of the latter;
33. Setting the overall ceiling for delegations for issuing shares and securities giving immediate or future access to the capital;

34. Authorization granted to the Board of Directors for reducing the capital by cancelling treasury shares;
35. Authorization to be given to the Board of Directors for formulating a buyback offer from all shareholders, implementing the capital reduction and determining the final amount thereof, as part of a capital reduction by a maximum nominal amount of €8,296,620, i.e. 35% of the capital, with the Company buying back its own shares up to a maximum of 33,186,481 shares followed by the cancellation of the repurchased shares;
36. Authorization given to the Board of Directors to allocate free or new shares of the Company, with cancellation of the preferential subscription right, in favor of the Group's employees and corporate officers or some of them, of the Company and/or companies associated with it;
37. Authorization to be given to the Board of Directors for granting stock option and/or stock purchase plans with waiver of the preferential subscription right;

**Competence of the Ordinary General Meeting:**

38. Powers to complete formalities.

**Text of the draft resolutions**

**Competence of the Ordinary General Meeting:**

***First resolution - Approval of the parent company financial statements for the period ended December 31, 2020***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having considered:

- the management report drawn up by the Board of Directors and incorporated in the Universal Registration Document through cross-reference,
- the Statutory Auditors' report on the parent company financial statements for the fiscal year ended December 31, 2020,

**approves** the annual financial statements, i.e. the balance sheet, income statement and notes to the financial statements approved as of December 31, 2020, as presented, resulting in a loss of €(183,931,490.44), as well as the transactions recorded therein and summarized in these reports.

***Second resolution - Approval of the consolidated financial statements for the period ended December 31, 2020***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having considered:

- the management report drawn up by the Board of Directors and incorporated in the Universal Registration Document through cross-reference including the Group management report,
- the Statutory Auditors' report on the consolidated financial statements for the fiscal year ended December 31, 2020,

**approves** the consolidated financial statements, i.e. the balance sheet, income statement and notes to the financial statements approved as of December 31, 2020, as presented, resulting in a loss of €(189,566,244.93), as well as the transactions recorded therein and summarized in these reports.

***Third resolution - Approval of the non-deductible expenses and charges related to Articles 39-4 of the French General Tax Code***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the management report of the Board of Directors and the Statutory Auditors' report, ruling pursuant to the provisions of Article 223(c) of the French General Tax Code:

**approves** the amount of expenses on luxuries or other non-tax deductible expenses or charges as referred to in Article 39-4 of the French General Tax Code, amounting to €91,574 for the fiscal year ended December 31, 2020 as well as the corresponding tax.

***Fourth resolution - Appropriation of income for the period ended December 31, 2020***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**approves** the proposal of the Board of Directors and decides to allocate the loss for the financial year amounting to €(183,931,490.44), in full to "Retained earnings", the debit balance of which will thus be increased to €(434,722,142),

**notes** that due to the appropriation of this income, the Company's shareholders' equity is less than half of the share capital and that it is appropriate, in accordance with the provisions of Article L. 225-248 of the French Commercial Code, for the Extraordinary General Meeting of shareholders to decide whether the Company should be dissolved early.

**recalls**, in accordance with the provisions of Article 243(a) of the French General Tax Code that no dividend has been paid in the last three years.

***Fifth resolution - Approval of the related-party agreements and commitments referred to in Articles L.225-38 et seq. of the French Commercial Code***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the report of the Board of Directors and the special report of the Statutory Auditors on the related-party agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code,

**approves** the conclusions of the said reports and the new agreements concluded during the past financial year that are mentioned therein.

***Sixth resolution - Renewal of the term of office of Mr. Pierre Gadonneix as an independent director***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**renews**, pursuant to Article 14.1 of the Company's Bylaws, the term of office of Mr. Pierre Gadonneix as independent director for a period of two years, i.e. until the General Meeting of 2023 called to approve the financial statements for the year ending December 31, 2022.

***Seventh resolution - Renewal of the term of office of Mr. Ralf Ackermann as director***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**renews**, pursuant to Article 14.1 of the Company's Bylaws, the term of office of Mr. Ralf Ackermann as director for a period of four years, i.e. until the General Meeting of 2025 called to approve the financial statements for the year ending December 31, 2024.

***Eighth resolution - Renewal of the term of office of Ms. Helen Lee Bouygues as director***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**renews**, pursuant to Article 14.1 of the Company's Bylaws, the term of office of Ms. Helen Lee Bouygues as director for a period of three years, i.e. until the General Meeting of 2024 called to approve the financial statements for the year ending December 31, 2023.

***Ninth resolution - Renewal of the term of office of Mr. Philip Swash as director***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**renews**, pursuant to Article 14.1 of the Company's Bylaws, the term of office of Mr. Philip Swash as director for a period of four years, i.e. until the General Meeting of 2025 called to approve the financial statements for the year ending December 31, 2024.

***Tenth resolution - Renewal of the term of office of Mr. Christophe Villemin as director***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**renews**, pursuant to Article 14.1 of the Company's Bylaws, the term of office of Mr. Christophe Villemin as director for a period of three years, i.e. until the General Meeting of 2024 called to approve the financial statements for the year ending December 31, 2023.

***Eleventh resolution - Renewal of the term of office of Ms. Caroline Catoire as director***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report,

**renews**, pursuant to Article 14.1 of the Company's Bylaws, the term of office of Ms. Caroline Catoire as director for a period of two years, i.e. until the General Meeting of 2023 called to approve the financial statements for the year ending December 31, 2022.

***Twelfth resolution - Approval of the compensation policy for directors***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for corporate officers that have been set by the Board of Directors and included in the 2020 Universal Registration Document, section 3.3.1, subsection D "*Compensation policy for directors*",

**approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for defining, allocating and granting the fixed, variable and extraordinary components of total compensation as well as the benefits in kind presented in the aforementioned report and granted to directors for their service.

***Thirteenth resolution - Approval of the compensation policy for the Chairman of the Board of Directors***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for corporate officers that have been set by the Board of Directors and included in the 2020 Universal Registration Document, section 3.3.1, sub-section A "*Compensation policy for the Chairman of the Board of Directors*".

**approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for defining, allocating and granting the fixed, variable and extraordinary components of total compensation as well as the benefits in kind presented in the aforementioned report and granted to Chairman of the Board of Directors for his/her service.

***Fourteenth resolution – Approval of the compensation policy for the Chief Executive Officer***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for corporate officers that have been set by the Board of Directors and included in the 2020 Universal Registration Document, section 3.3.1, sub-section B "*Compensation policy for the Chief Executive Officer*",

**approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for defining, allocating and granting the fixed, variable and extraordinary components of total compensation as well as the benefits in kind presented in the aforementioned report and granted to the Chief Executive Director for his/her service.

***Fifteenth resolution - Approval of the compensation policy for the Deputy Chief Executive Officer and/or any other executive corporate officer***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for corporate officers that have been set by the Board of Directors and included in the 2020 Universal Registration Document, section 3.3.1, sub-section C "*Compensation policy for the Deputy Chief Executive Officer (and any other executive corporate officer)*",

**approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for defining, allocating and granting the fixed, variable and extraordinary components of total compensation as well as the benefits in kind presented in the aforementioned report and granted to the Deputy Chief Executive Director and/or any other executive corporate officer for his/her service.

***Sixteenth resolution - Approval of information relating to the compensation of corporate officers for the period ended on December 31, 2020, in accordance with Article L.22-10-9, I of the French Commercial Code***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L. 225-37 of the French Commercial Code,

**approves**, pursuant to Article L.22-10-34 of the French Commercial Code, the information referred to in Article L.22-10-9, I presented therein relating to the compensation of corporate officers for the financial year ended December 31, 2020, as set out in the 2020 Universal Registration Document, section 3.3.3.

***Seventeenth resolution - Approval of the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during or awarded in respect of the past financial year to Pierre Gadonneix, by reason of his office as Chairman of the Board of Directors***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L.225-37 of the French Commercial Code,

**approves**, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to Mr. Pierre Gadonneix in respect of the past financial year by reason of his office as Chairman of the Board of Directors, as presented in the 2020 Universal Registration Document, section 3.3.3, sub-section A, paragraph A.2 "*Summary table of the components of variable and extraordinary compensation of Pierre Gadonneix for the period ended December 31, 2020 and subject to approval by the General Meeting of Shareholders of May 21, 2021*".

***Eighteenth resolution - Approval of the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during or awarded in respect of the past financial year to Ms. Yannick Assouad, by reason of his office as Chief Executive Officer until March 17, 2020***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L.225-37 of the French Commercial Code,

**approves**, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable or extraordinary components of the total compensation and benefits of any kind paid or granted in respect of the past financial year to Ms. Yannick Assouad, by reason of her office as Chief Executive Officer until March 17, 2020, as presented in the 2020 Universal Registration Document, section 3.3.3, sub-section B, paragraph B.2 "*Summary table of the components of variable and extraordinary compensation paid or granted to Yannick Assouad as a corporate officer for the period ended December 31, 2020 and subject to approval by the General Meeting of Shareholders of May 21, 2021*".

***Nineteenth resolution - Approval of the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during or awarded in respect of the past financial year to Mr. Philip Swash, by reason of his office as Chief Executive Officer as from March 17, 2020***

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having considered the Board of Directors' report on the corporate governance referred to in Article L.225-37 of the French Commercial Code,

**approves**, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the fixed, variable or extraordinary components of the total compensation and benefits of any kind paid or granted in respect of the past financial year to Mr. Philip Swash, by reason of his office as Chief Executive Officer as from March 17, 2020, as presented in the 2020 Universal Registration Document, section 3.3.3, sub-section C, paragraph C.2 "*Summary table of the components of variable and extraordinary compensation paid or granted to Philip Swash as a corporate officer for the period ended December 31, 2020 and subject to approval by the General Meeting of Shareholders of May 21, 2021*".

***Twentieth resolution - Authorization to be granted to the Board of Directors to enable the Company to purchase its own shares as part of the scheme referred to in Article L. 22-10-62 of the French Commercial Code***

The General Meeting, ruling under the quorum and majority conditions required for ordinary meetings, having considered the Board of Directors' report and in accordance with the European Regulation no. 596/2014 of the European Parliament and of the Council of April 16, 2014 and the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code,

- 1. authorizes** the Board of Directors with the right to sub-delegate, under the conditions laid down by law, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, to purchase shares of the Company or have them purchased, in particular to:
  - implement any stock option plan of the Company under the provisions of Articles L. 225-177 et seq. of the French Commercial Code or any similar plan; and/or
  - allocate or transfer shares to employees under the profit-sharing scheme or the implementation of any Company or Group savings plan (or similar plan) under the conditions stipulated by law, in particular Articles L. 3332-1 et seq. of the Labor Code; or
  - allocate bonus shares under the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code; or
  - in general, honor the obligations related to stock option plans or other plans to allocate shares to the issuer's or an associated company's employees or corporate officers; or
  - deliver shares during the exercise of rights attached to the securities giving access to the capital through redemption, conversion, exchange, presentation of a warrant or in any other way; or
  - cancel all or part of the securities thus bought back; or
  - allow an investment services provider to act on the secondary market or ensure liquidity of Latécoère's share by means of a liquidity agreement in compliance with the practice accepted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, less the number of shares sold; or
  - keep the shares purchased and issue them again subsequently in exchange or as payment for external growth operations; or
  - implement any market practice that may be admitted by the Autorité des Marchés Financiers (French Securities and Exchange Commission), and more generally, carry out any other transaction in accordance with the existing regulations. In such a case, the Company will inform its shareholders by way of a press release.
- 2. decides** that the purchase of the Company shares may be based on a number of shares, such as:
  - on the date of each buyback, the total number of shares thus bought back by the Company since the start of the buyback program (including those subject to said buyback) does not exceed 10% of the shares making up the capital of the Company on this date, this percentage applying to a capital adjusted according to the operations affecting it after the present General Meeting, i.e., for information on the day of the Meeting, a buyback of a maximum of 9,481,851 shares,

it being specified that (i) the number of shares acquired with a view to their retention and subsequent delivery in the context of a merger, demerger or contribution operation may not exceed 5% of its share capital; and (ii) when the shares are bought back to promote liquidity under the conditions defined by the general regulations of the Autorité des Marchés Financiers, the number of shares taken into account for the calculation of the 10% limit provided above corresponds to the number of shares purchased, less the number of shares sold during the authorization period;

- the number of shares held by the Company at any given time may not exceed 10% of the shares constituting the Company's capital on the date in question.
- 3. **resolves** that the number of shares likely to be bought back for cancellation as part of this authorization and in the event of its implementation, is deducted from the number specified in the 35<sup>th</sup> resolution of this General Meeting;
- 4. **decides** the acquisition, disposal or transfer of shares may be carried out at any time within the limits authorized by the legal and regulatory provisions in force and by any means, particularly on regulated markets, multi-lateral trading systems with systematic internalizers or by mutual agreement, including through acquisition or disposal of blocks, public purchase or exchange offer, or by the use of optional mechanisms or derivative instruments.
- 5. **resolves** that the maximum purchase price of the shares under this resolution will be six (6) euros per share (or the equivalent of this amount on the same date in any other currency), it being specified that the amount of funds that the Company may devote to buy its own shares back may not exceed €56,900,000.
- 6. **delegates on** the Board of Directors, in the event of a change in the nominal value of the share, capital increase through incorporation of reserves, bonus share grant, stock split or reverse stock split, distribution of reserves or all other assets, amortization of capital, or any other transaction relating to shareholders' equity, the power of adjusting the aforementioned maximum purchase price so as to take the impact of these transactions on the value of the share into account.
- 7. **confers** full powers on the Board of Directors, with the right to sub-delegate, under the conditions laid down by law, to implement this authorization, specify the terms thereof, where necessary, and adopt the rules, complete the purchase program, and particularly to pass any order in the stock market, sign agreements, assign or reassign the shares acquired for the objectives pursued under the legal and regulatory conditions applicable, set the terms and conditions under which, where necessary, the rights of holders of securities or other rights giving access to the capital will be preserved, in accordance with the applicable legal, regulatory or contractual provisions, make all declarations to the Autorité des Marchés Financiers (French Securities and Exchange Commission) and any other competent authority and all other formalities and, in general, do whatever is necessary.

In the report provided for in Article L.225-100 of the French Commercial Code and in accordance with Article L.225-211 of the same code, the Board of Directors will provide shareholders attending the annual General Meeting information on carrying out transactions to purchase shares authorized by the General Meeting, particularly the number and price of the shares thus acquired and the volume of the shares used.

- 8. **resolves** that the authorization shall be valid for a maximum period of **eighteen (18) months** from the day of this decision, i.e. until **November 21, 2022**.
- 9. **resolves** that this authorization shall cancel the previous authorization having the same purpose (*22<sup>nd</sup> resolution of the General Meeting of June 11, 2020*).

#### **Competence of the Extraordinary General Meeting:**

##### ***Twenty-First resolution – Decision to be taken in accordance with the provisions of Article L. 225-248 of the Commercial Code***

The General Meeting ruling under the quorum and majority conditions required for extraordinary general meetings, having considered the report of the Board of Directors and the report of the Statutory Auditors, pursuant to the provisions of Article L. 225-248 of the French Commercial Code, and after examining the situation of the Company as it emerges from the annual financial statements for the financial year ended December 31, 2020 approved by this General Meeting, which show that the Company's shareholders' equity has fallen below half of the share capital,

**decides** not to dissolve the Company;

**takes note** that:

- its decision must be subject to the publicity measures provided for by law;
- the situation must be regularised at the latest at the end of the second financial year following that in which the losses were observed, i.e. at the latest at the end of the financial year 2023.

**Twenty-Second resolution – Capital reduction due to losses by way of a reduction in the nominal value of the shares and corresponding amendment of the Bylaws**

The General Meeting ruling under the quorum and majority conditions required for extraordinary general meetings, having considered the Board of Directors' report the Statutory Auditors' report and in accordance with the provisions of Article L. 225-204 of the French Commercial Code,

1. **notes** that the "Retained earnings" account amounts to (434,722,142) euros following the adoption of the 4<sup>th</sup> resolution of this general meeting;
2. **resolves** to reduce the share capital of the Company by an amount of 165,932,406.50 euros to bring it down from 189,637,036 euros to 23,704,629.50 euros by way of a reduction in the nominal value of the shares making up the share capital from two (2) euros to twenty-five cents (0.25) euro and by deducting from the share capital the amount of 165,932,406.50 from the Company's "Retained Earnings", the amount of which is consequently reduced from (434,722,142) euros to (268,789,735.50) euros;
3. **notes** that the capital reduction has been definitively completed and that the share capital of the Company is therefore now set at an amount of 23.704.629,50 euros, divided into 94,818,518 shares of twenty-five cents (0.25) euro par value each;
4. **decides**, as a consequence, to amend Articles 6 and 8 of the Company's Bylaws as follows:
  - the following paragraph is added at the end of Article 6 (Structure of share capital) of the Company's Bylaws:

"In accordance with the 22<sup>nd</sup> resolution of the General Meeting of Shareholders of May 21, 2021, the share capital was reduced by an amount of 165,932,406.50] euros from 189,637,036 euros to 23,704,629.50 by reducing the nominal value of the shares comprising the share capital from two (2) euros to twenty-five cents (0.25) euro, by deducting from the share capital the amount of 165,932,406.50 from the Company's "Retained Earnings". ";
  - Article 8 (Share Capital) of the Company's Bylaws now reads as follows:

"The registered capital is set as the sum of TWENTY THREE MILLION SEVEN HUNDRED AND FOUR THOUSAND SIX HUNDRED AND TWENTY NINE euros (€23,704,629.50). It is divided into NINETY-FOUR MILLION EIGHT HUNDRED AND EIGHTEEN THOUSAND FIVE HUNDRED AND EIGHTEEN (94,818,518) ordinary shares with a par value of twenty-five cents (0.25) euro each."
5. **grants** all powers to the Board of Directors to take all useful measures and carry out all formalities necessary for the completion of this capital reduction.

**Twenty-Third resolution - Delegation of authority to be given to the Board of Directors to decide on increasing the share capital through the incorporation of premiums, reserves, profits or other items**

The General Meeting, ruling on an extraordinary basis, under the quorum and majority conditions required for ordinary meetings, having considered the Board of Directors' report and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the right to sub-delegate under the conditions laid down by law, the authority to increase the share capital on one or more occasions in the proportion and at the times it deems appropriate, by incorporating bonuses, reserves, profits or any other sums which can be legally and statutorily capitalized, issuing new capital stock or increasing the nominal amount of existing capital stock or by jointly using these two processes.
2. **decides** to set the limits of the capital increase amounts authorized in the event of use of this delegation of authority by the Board of Directors as follows:
  - the maximum nominal amount of capital increases that may be carried out under this delegation is set at two hundred and fifty million (250,000,000) euros, it being specified that this amount will be deducted from the overall ceiling provided for in the 33<sup>rd</sup> resolution of this General Meeting or, where applicable on any overall ceiling provided for by a similar resolution, which would succeed said resolution during the validity period of this delegation;
  - where applicable, the nominal amount of any capital increases will be added to this ceiling, in the event of new financial transactions, to preserve the rights of holders of the securities giving access to the capital in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other terms of retention;
3. **decides** that the Board of Directors shall have full powers, with the right to sub-delegate, under the conditions laid down by law, to implement this delegation of authority, in particular to:
  - set the amount and nature of the sums to be incorporated into the capital, set the number of new capital stock to be issued and/or the amount by which the nominal value of the existing capital stock will be increased, set the date, which may be retrospective, from which the new capital stock will rank for dividend or on which the increase in the nominal value of existing capital stock will be effective;
  - in the event of free allotment of capital stock, decide that fractional rights will not be negotiable and that the corresponding capital stock will be sold following the terms set out by the Board of Directors, it being specified that the sale and distribution of the sale proceeds should take place under the conditions set out in Article L. 22-10-50 of the French Commercial Code;
  - determine and proceed with adjustments intended to take into account the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the share, increase in share capital by incorporation of reserves, issue of consideration free shares, stock split or reverse stock split, distribution of dividends, reserves or bonuses or of any other assets, redemption of capital or any other transaction



affecting the capital or shareholders' equity (including in case of a public offer and/or change of control), and set any other term that may ensure, where applicable, the protection of the rights of holders of securities providing access to the capital or other rights providing access to the capital (including by way of cash adjustments);

- acknowledge the completion of each capital increase and make the corresponding changes to the bylaws;
  - in general, enter into any agreement, take measures and carry out formalities useful for the issue, listing and financial servicing of securities issued under this delegation as well as for the exercise of rights attached thereto.
- 4. sets** the validity of the delegation of authority that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
- 5. duly notes** that this delegation cancels as of this date and for the unused portion, the delegation granted by the 25<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Twenty-Fourth resolution - Delegation of authority to be given to the Board of Directors to decide on increasing the share capital by issuing shares and/or marketable securities giving immediate or future access to the capital, with preferential subscription right***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 228-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 et seq. of the French Commercial Code:

- 1. delegates** to the Board of Directors, with the right to sub-delegate under the conditions laid down by law, the authority to issue, against payment or free of charge, on one or more occasions, in the proportion and at the times it deems appropriate, on the French and/or international market, either in euros or in foreign currency or in any other unit of account established with reference to a set of currencies,
- ordinary shares,
  - and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
  - and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company, which directly or indirectly owns more than half of its capital or more than half of the capital of which is directly or indirectly owned by it.

- 2. decides** to set the limits of the issue amounts authorized in the event of use of this delegation of authority by the Board of Directors as follows:
- the maximum nominal amount of capital increases that may be carried out under this delegation is set at two hundred and fifty million (250,000,000) euros (excluding issue premium) or in any other monetary unit based on a basket of currencies, it being specified that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 33<sup>rd</sup> resolution of this General Meeting;
  - where applicable, the nominal amount of any capital increases will be added to this ceiling, in the event of new financial transactions, to preserve the rights of holders of the securities giving access to the Company's capital in accordance with the law and, where applicable, the contractual stipulations providing for other terms of retention;
  - the maximum nominal amount of the securities representative of debt securities that are likely to be issued under this delegation may not exceed four hundred million (400,000,000) euros or in any other monetary unit based on a basket of currencies, which will be deducted from the overall ceiling provided for by the 33<sup>rd</sup> resolution of this General Meeting.
- 3. decides** in the event of use of this delegation of authority by the Board of Directors:
- that the issue(s) shall preferably be reserved for shareholders, who may subscribe by way of right in proportion to the number of shares that they then own;
  - duly notes the fact that the Board of Directors will have the option of introducing a reducible subscription right;
  - duly notes that the present delegation automatically waives, in favor of the holders of the securities issued giving access to the Company's capital, the shareholders' preemptive rights in respect of the shares to which said securities will give immediate or future entitlement;
  - duly notes the fact that, in accordance with Article L. 225-134 of the French Commercial Code, if irreducible and, where applicable, pro-rated subscriptions do not absorb the entire capital increase referred to in paragraph 1 above, the Board of Directors may use the following options:
    - limit the issue amount to the subscription amount, where applicable, within the limits provided for by the regulation,
    - freely allocate, at its discretion, all or part of the unsubscribed securities,
    - offer all or part of the unsubscribed securities to the public.
- 4. decides** that the issue of warrants entitling their holders to subscribe for the Company's shares may be made by a subscription offer but also by a free allotment to holders of existing shares, it being specified that the Board of Directors may thus decide that fractional allotment rights will not be negotiable and that the corresponding securities will be sold;

- 5. decides** that the Board of Directors shall have all powers, with the right to sub-delegate, under the conditions laid down by law, to implement this delegation of authority, in particular to:
- decide the issue amount, price as well as the premium amount that may be requested on the issue;
  - determine the dates and terms of the capital increase, the nature, number and characteristics of the securities issued;
  - in the event of the issuance of debt securities, decide whether or not they are subordinated (and, where applicable, their subordinate status, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), fix their interest rate (in particular fixed or variable interest rate or zero-coupon or indexed interest rate) and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the nominal value of securities and the other terms of issue (including the fact of granting guarantees or security) and amortization (including repayment by delivery of Company's assets); if necessary, these securities could be accompanied by warrants giving right to the allocation, acquisition or subscription of bonds or other securities representative of debt, or specify the option for the Company to issue debt securities (assimilable or non-assimilable) as payment of interest, the payment of which may have been suspended by the Company, or even take the form of complex bonds as understood by the stock exchange authorities (for example, because of their repayment terms or compensation or other rights such as indexing or options); modify the methods referred to above during the life of the securities concerned, in compliance with the applicable formalities;
  - determine the terms of payment for the securities;
  - where applicable, set the terms for the exercise of rights (rights to conversion, exchange or redemption, as the case may be, including by delivery of Company assets, such as treasury shares or marketable securities already issued by the Company) attached to the shares or securities giving access to the capital, and in particular set the date, which may be retrospective, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the capital increase;
  - determine the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities giving access to the capital for cancelling such securities or otherwise, taking into account the applicable legal provisions;
  - allow for the option of possibly suspending the exercise of the rights attached to shares or securities giving access to the capital in compliance with the relevant laws and regulations;
  - at its sole initiative, charge the capital increase costs to the amount of premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve; determine and make any adjustments intended to take into account the impact of the issue and set any other term ensuring, where applicable, the protection of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);
  - acknowledge the completion of each capital increase and make the corresponding changes to the bylaws;
  - in general, enter into any agreement, in particular to successfully complete the proposed issue of shares, take measures and carry out formalities useful for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of rights attached thereto.
- 6. sets** the validity of the delegation of authority that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
- 7. duly notes** that this delegation cancels as of this date and for the unused portion, the delegation granted by the 26<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Twenty-Fifth resolution - Delegation of authority to be given to the Board of Directors for increasing the capital by issuing shares and/or marketable securities giving immediate or future access to the capital and/or giving the right to award debt securities, with cancellation of the shareholders' preferential subscription right, through a public offer (excluding offers referred to in point 1 of Article L. 411-2 of the Monetary and Financial Code)***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135, L. 225-136 and the provisions of Articles L. 228-91 et seq. and L. 22-10-51 et L.22-10-52 of the French Commercial Code:

- 1. delegates** to the Board of Directors, with the right to sub-delegate under the conditions laid down by law, the authority to issue, on one or more occasions, in the proportion and at the times it deems appropriate, on the French and/or international market, through a public offer excluding the offers referred to in point 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currency or in any other unit of account established with reference to a set of currencies:
- ordinary shares,
  - and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
  - and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company, which directly or indirectly owns more than half of its capital or more than half of the capital of which is directly or indirectly owned by it.

2. **decides** to set the limits of the issue amounts authorized in the event of use of this delegation of authority by the Board of Directors as follows:
  - the maximum nominal amount of capital increases that may be carried out under this delegation is set at two hundred and fifty million (250,000,000) euros (excluding issue premium) or in any other monetary unit based on a basket of currencies, it being specified that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 33<sup>rd</sup> resolution of this General Meeting;
  - where applicable, the nominal amount of any capital increases will be added to this ceiling, in the event of new financial transactions, to preserve the rights of holders of the securities giving access to the Company's capital in accordance with the law and, where applicable, the contractual stipulations providing for other terms of retention;
  - the maximum nominal amount of the securities representative of debt securities that are likely to be issued under this delegation may not exceed four hundred million (400,000,000) euros or in any other monetary unit based on a basket of currencies, which will be deducted from the overall ceiling provided for by the 33<sup>rd</sup> resolution of this General Meeting.
3. **resolves** to remove the shareholders' preferential subscription right to securities subject of this resolution.
4. **resolves** that the Board of Directors will have the power to confer on shareholders, for a period and on the terms to be set in compliance with the laws and regulations for all or part of an issue carried out, a priority subscription period which does not constitute a negotiable right, and which must be exercised in proportion to the number of shares held by each shareholder and may possibly be supplemented by a reducible application to subscribe for shares.
5. **duly notes** that if the subscriptions have not absorbed the entire issue, the Board may:
  - Limit the issue amount to the subscription amount received, where applicable, within the limits provided for by the regulation,
  - freely allocate, at its discretion, all or part of the unsubscribed securities.
6. **duly notes** that the present delegation automatically and expressly waives, in favor of the holders of the securities issued giving access to the Company's capital, the shareholders' preemptive rights in respect of the shares to which said securities giving access to the capital will give entitlement.
7. **duly notes** that, in accordance with Article L. 22-10-52 of the French Commercial Code:
  - the issue price of directly issued shares will be at least equal to the minimum provided for by the applicable regulatory provisions on the day of issue (to date, the weighted average of the prices of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offer, with a maximum discount of 10%), after, if applicable, in the event of the issue of autonomous stock subscription warrants, taking into account the issue price of said warrants;
  - the issue price of the securities giving access to the capital and the number of shares to which the conversion, redemption or generally transformation of each security giving access to the capital may give right to, will be such as the amount immediately received by the Company, plus any amount to be received subsequently by it will, for each share issued as a result of the issuance of such securities, be at least equal to the minimum subscription price defined in the preceding paragraph.
8. **decides** that the Board of Directors shall have all powers, with the right to sub-delegate, under the conditions laid down by law, to implement this delegation of authority, in particular to:
  - decide the issue amount, price as well as the premium amount that may be requested on the issue;
  - determine the dates and terms of the capital increase, the nature, number and characteristics of the securities;
  - in the event of the issuance of debt securities, decide whether or not they are subordinated (and, where applicable, their subordinate status, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), fix their interest rate (in particular fixed or variable interest rate or zero-coupon or indexed interest rate) and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the nominal value of securities and the other terms of issue (including the fact of granting guarantees or security) and amortization (including repayment by delivery of Company's assets); if necessary, these securities could be accompanied by warrants giving right to the allocation, acquisition or subscription of bonds or other securities representative of debt, or specify the option for the Company to issue debt securities (assimilable or non-assimilable) as payment of interest, the payment of which may have been suspended by the Company, or even take the form of complex bonds as understood by the stock exchange authorities (for example, because of their repayment terms or compensation or other rights such as indexing or options); modify the methods referred to above during the life of the securities concerned, in compliance with the applicable formalities;
  - determine the terms of payment for the securities;
  - where applicable, set the terms for the exercise of rights (rights to conversion, exchange or redemption, as the case may be, including by delivery of Company assets such as treasury shares or marketable securities already issued by the Company) attached to the shares or securities giving access to the capital, and in particular set the date, which may be retrospective, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the issue;

- determine the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities giving access to the capital for cancelling such securities or otherwise, taking into account the applicable legal provisions;
  - allow for the option of possibly suspending the exercise of the rights attached to shares or securities giving access to the capital in compliance with the relevant laws and regulations;
  - at its sole initiative, charge the costs of capital increases to the amount of premiums related thereto and deduct amounts needed to fund the statutory reserve;
  - determine and proceed with adjustments intended to take into account the impact of the issue and set any other term that may ensure, where applicable, the protection of the rights of holders of securities providing access to the capital or other rights providing access to the capital (including by way of cash adjustments);
  - acknowledge the completion of each capital increase and make the corresponding changes to the bylaws;
  - in general, enter into any agreement, in particular to successfully complete the proposed issue of shares, take measures and carry out formalities useful for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of rights attached thereto.
- 9. sets** the validity of the delegation of authority that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
- 10. duly notes** that this delegation cancels as of this date and for the unused portion, the delegation granted by the 27<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Twenty-sixth resolution - Delegation of authority to be given to the Board of Directors for increasing the capital by issuing shares and/or marketable securities giving immediate or future access to the capital and/or giving the right to award debt securities, with cancellation of the shareholders' preferential subscription right, through a public offer referred to in point 1 of Article L. 411-2 of the Monetary and Financial Code***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq. of the French Commercial Code, particularly L. 225-135 and L. 225-136 and the provisions of Articles L. 228-91 et seq. and L. 22-10-51 et L.22-10-52 of the French Commercial Code:

- 1. delegates** to the Board of Directors, with the right to sub-delegate under the conditions laid down by law, the authority to issue the following on one or more occasions in the proportion and at the times it deems appropriate, on the French and/or international market, through an offer referred to in point 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currency or in any other unit of account established with reference to a set of currencies.
- ordinary shares,
  - and/or ordinary shares giving right to the allocation of other ordinary shares or debt securities,
  - and/or securities giving access to ordinary shares to be issued.
- In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company, which directly or indirectly owns more than half of its capital or more than half of the capital of which is directly or indirectly owned by it.
- 2. decides** to set the limits of the issue amounts authorized in the event of use of this delegation of authority by the Board of Directors as follows:
- the maximum nominal amount of capital increases that may be carried out under this delegation is set at two hundred and fifty million (250,000,000) euros (excluding issue premium) or in any other monetary unit based on a basket of currencies, it being specified that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 33<sup>rd</sup> resolution of this General Meeting;
  - where applicable, the nominal amount of any capital increases will be added to this ceiling, in the event of new financial transactions, to preserve the rights of holders of the securities giving access to the Company's capital in accordance with the law and, where applicable, the contractual stipulations providing for other terms of retention;
  - the maximum nominal amount of the securities representative of debt securities that are likely to be issued under this delegation may not exceed four hundred million (400,000,000) euros or in any other monetary unit based on a basket of currencies, which will be deducted from the overall ceiling provided for by the 33<sup>rd</sup> resolution of this General Meeting;
  - in any case, the issues of shares and securities giving access to the capital by virtue of this authorization may not exceed the limits provided for by the regulation applicable on the issue date (as of this day, 20% of the share capital per year).
- 3. resolves** to remove the shareholders' preferential subscription right to securities subject to this resolution.
- 4. duly notes** that if the subscriptions have not absorbed the entire issue, the Board may:
- limit the transaction amount to the subscription amount received, where applicable, within the limits provided for by the regulation;

- freely allocate, at its discretion, all or part of the unsubscribed securities.
5. **duly notes** that the present delegation automatically and expressly waives, in favor of the holders of the securities issued giving access to the Company's capital, the shareholders' preemptive rights in respect of the shares to which said securities will give entitlement;
  6. **duly notes** that, in accordance with Article L. 22-10-52 of the French Commercial Code:
    - the issue price of directly issued shares will be at least equal to the minimum provided for by the applicable regulatory provisions on the day of issue (to date, the weighted average of the prices of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offer, with a maximum discount of 10%), after, if applicable, in the event of the issue of autonomous stock subscription warrants, taking into account the issue price of said warrants;
    - the issue price of the securities giving access to the capital and the number of shares to which the conversion, redemption or generally transformation of each security giving access to the capital may give right to, will be such as the amount immediately received by the Company, plus any amount to be received subsequently by it will, for each share issued as a result of the issuance of such securities, be at least equal to the minimum subscription price defined in the preceding paragraph.
  7. **decides** that the Board of Directors shall have all powers, with the right to sub-delegate, under the conditions laid down by law, to implement this delegation of authority, in particular to:
    - decide the amount of the capital increase, the price as well as the premium amount that may be requested on the issue;
    - determine the dates and terms of the capital increase, the nature and the characteristics of the securities to be created;
    - in the event of the issuance of debt securities, decide whether or not they are subordinated (and, where applicable, their subordinate status, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), fix their interest rate (in particular fixed or variable interest rate or zero-coupon or indexed interest rate) and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the nominal value of securities and the other terms of issue (including the fact of granting guarantees or security) and amortization (including repayment by delivery of Company's assets); if necessary, these securities could be accompanied by warrants giving right to the allocation, acquisition or subscription of bonds or other securities representative of debt, or specify the option for the Company to issue debt securities (assimilable or non-assimilable) as payment of interest, the payment of which may have been suspended by the Company, or even take the form of complex bonds as understood by the stock exchange authorities (for example, because of their repayment terms or compensation or other rights such as indexing or options); modify the methods referred to above during the life of the securities concerned, in compliance with the applicable formalities;
    - determine the terms of payment for the securities;
    - where applicable, set the terms for the exercise of rights (rights to conversion, exchange or redemption, as the case may be, including by delivery of Company assets such as treasury shares or marketable securities already issued by the Company) attached to the shares or securities giving access to the capital, and in particular set the date, which may be retrospective, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the capital increase;
    - determine the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities giving access to the capital for cancelling such securities or otherwise, taking into account the applicable legal provisions;
    - allow for the option of possibly suspending the exercise of the rights attached to shares or securities giving access to the capital in compliance with the relevant laws and regulations;
    - at its sole initiative, charge the costs of capital increases to the amount of premiums related thereto and deduct amounts needed to fund the statutory reserve;
    - determine and proceed with adjustments intended to take into account the impact of the issue and set any other term that may ensure, where applicable, the protection of the rights of holders of securities providing access to the capital or other rights providing access to the capital (including by way of cash adjustments);
    - acknowledge the completion of each capital increase and make the corresponding changes to the bylaws;
    - in general, enter into any agreement, in particular to successfully complete the proposed issue of shares, take measures and carry out formalities useful for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of rights attached thereto.
  8. **sets** the validity of the delegation of authority that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
  9. **duly notes** that this delegation cancels as of this date and for the unused portion, the delegation granted by the 28<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Twenty-Seventh resolution - Authorization granted to the Board of Directors to issue shares and/or securities, without preferential subscription right, giving immediate or future access to the capital and/or giving an entitlement to the allocation of debt securities as compensation for contributions in kind;***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 228-129, L. 225-129-2, L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code:

- 1. authorizes** the Board of Directors, with the right to sub-delegate under the conditions laid down by law, to increase share capital on one or more occasions by issuing shares (excluding preference shares) and/or securities covered by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving immediate or future access to the capital of the Company or that of other companies of which the Company directly or indirectly owns more than half the capital (including securities that carry an entitlement to the allocation of debt securities), with a view to remunerating contributions in kind made to the Company and comprising capital securities or securities giving access to the capital, where the provisions of Article L.22-10-54 of the French Commercial Code do not apply.
- 2. decides** to set the limits of the capital increase amounts authorized in the event of use of this authorization by the Board of Directors as follows:
  - the maximum nominal amount of capital increases that may be carried out under this delegation is set at two million three hundred and seventy thousand four hundred and sixty-two (2,370,462) euros (excluding issue premium) or in any other monetary unit based on a basket of currencies, it being specified that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 33<sup>rd</sup> resolution of this General Meeting;
  - where applicable, the nominal amount of any capital increases will be added to this ceiling, in the event of new financial transactions, to safeguard the rights of holders of the securities giving access to the Company's capital in accordance with the law and, where applicable, the contractual stipulations providing for other terms of retention;
  - the maximum nominal amount of the securities representative of debt securities that are likely to be issued under this delegation may not exceed thirty million (30,000,000) euros or in any other monetary unit based on a basket of currencies, which will be deducted from the overall ceiling provided for by the 33<sup>rd</sup> resolution of this General Meeting;
  - in any case, the issues of shares and securities giving access to the capital by virtue of this authorization may not exceed the limits provided for by the regulation applicable on the issue date (as of this day, 10% of the share capital).
- 3. decides** that the Board of Directors shall have all powers, with the right to sub-delegate, under the conditions laid down by law, to implement this resolution, in particular to:
  - decide to issue shares and/or securities giving immediate or future access to the capital of the Company or that of other companies;
  - approve the list of capital securities and securities contributed, approve the valuation of contributions, set the conditions for issuing shares and/or securities giving access to the capital as remuneration for the contributions, as well as any balancing payment to be made, approve the awarding of personal benefits and reduce the valuation of contributions or the remuneration of personal benefits with the consent of contributors;
  - determine the characteristics of shares and/or securities giving access to the capital as remuneration for contributions and modify such terms and characteristics throughout the lifespan of these securities, performing the relevant formalities;
  - determine and proceed with adjustments intended to take into account the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the share, increase in share capital by incorporation of reserves, issue of consideration free shares, stock split or reverse stock split, distribution of dividends, reserves or bonuses or of any other assets, redemption of capital or any other transaction affecting the capital or shareholders' equity (including in case of a public offer and/or change of control), and set any other term that may ensure, where applicable, the protection of the rights of holders of securities providing access to the capital or other rights providing access to the capital (including by way of cash adjustments);
  - at its sole initiative, charge the costs of capital increases to the amount of premiums related thereto and deduct amounts needed to fund the statutory reserve;
  - acknowledge the completion of each capital increase and make the corresponding changes to the bylaws;
  - in general, enter into any agreement, in particular to successfully complete the proposed issue of shares, take measures and carry out formalities required for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of rights attached thereto.
- 4. sets** the validity of the delegation of authority that is part of this authorization at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
- 5. duly notes** that this delegation cancels as of this date and for the unused portion, the authorization granted by the 29th resolution adopted by the General Meeting of June 11, 2020.

***Twenty-Eighth resolution - Delegation of authority to be given to the Board of Directors for issuing shares and/or securities giving immediate or future access to the Company's capital, with cancellation of the shareholders' preferential subscription right, as compensation for securities contributed as part of a public offer including an exchange component initiated by the Company***

The General Meeting, ruling under the quorum and majority conditions of extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code:

- 1. delegates** to the Board of Directors, with the right to subdelegate to any persons authorized under law, its authority to decide, in the proportions and at the times it deems fit, on one or more occasions, to issue ordinary shares in the Company or securities giving immediate or future access, by any means, to the Company's capital, as remuneration for securities (shares or other financial instruments) admitted for trading on one of the regulated markets referred to under Article L. 22-10-54 of the French Commercial Code, provided under a public offering containing an exchange component initiated by the Company (acting alone or as a co-initiator), in France or overseas according to local rules.
- 2. decides** that the aggregate nominal amount of capital increases that may be performed immediately and/or in the future, under this resolution, may not exceed two hundred and fifty million (250,000,000) euros.
- 3. duly notes**, as needed, that this delegation gives holders of shares and/or securities issued under this resolution and giving access to the Company's capital, an automatic entitlement to waive their preferential subscription right.
- 4. decides** that the Board of Directors shall have all powers, with the right to sub-delegate, under the conditions laid down by law, to implement this resolution, in particular to:
  - set the exchange ratio as well as any balancing cash payment to be made and record the number of securities tendered for exchange as well as the number of shares or securities issued as a result of these contributions;
  - set the dividend date, the terms of issue and other characteristics of the new shares and of any securities issued;
  - take all necessary measures to safeguard the rights of holders of securities and other securities already issued and giving access to the capital, in respect of these issues, in compliance with the legal and regulatory provisions and any contractual provisions covering other adjustment scenarios;
  - charge the costs of capital increases to the amount of premiums related thereto and deduct amounts needed to bring the statutory reserve to one tenth of the new share capital following the increase;
  - more generally, take any necessary measures, enter into any agreements, require any authorizations, perform any formalities and take any necessary action to perform the planned issues or defer them, including recording the capital increase(s) resulting from any issue performed under this delegation, making corresponding amendments to the bylaws and requesting the admission of shares and/or securities issued under this delegation to trading on all financial markets.
- 5. sets** the validity of the delegation of authority that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
- 6. duly notes** that this delegation cancels as of this date and for the unused portion, the delegation granted by the 30<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Twenty-Ninth resolution - Decision-making authority to be granted to the Board of Directors to increase the capital by issuing shares or debt securities and/or securities giving immediate or future access to the capital or debt securities of the Company, with cancellation of the shareholders' preferential subscription right, to a category of persons meeting the characteristics specified;***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq. of the French Commercial Code, particularly L. 225-135 and L. 225-138 and the provisions of Articles L. 228-91 et seq. of the French Commercial Code:

- 1. delegates** to the Board of Directors its authority, with the right to sub-delegate to any authorized person in accordance with legal and regulatory provisions, on one or more occasions, in the proportion and at the times it chooses, both in France and overseas, to decide on the issue, with removal of the preferential subscription right of shareholders, for the benefit of a category of persons that meet the characteristics below, in euros or in foreign currency, or in any other monetary unit based on a basket of currencies, new Company shares and/or any other securities giving immediate or future access to the capital of the Company or of any companies of which it directly or indirectly owns over half of the capital, or carrying an entitlement to a debt security, through the subscription either in cash or by offsetting receivables, it being specified that the issue of preference shares is strictly excluded from this delegation;
- 2. decides** that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at thirty million (30,000,000) euros, or the counter-value of this amount as of the date of the issue decision, it being specified that:
  - the aforementioned ceiling shall be deducted from the total nominal ceiling set under the 33<sup>rd</sup> resolution of this General Meeting;

- where applicable, the nominal amount of any shares to be issued will be added to this ceiling, to preserve the rights of holders of the securities giving access to the Company's capital in accordance with the law and, where applicable, the contractual stipulations providing for other terms of adjustment;
- 3. decides** that the maximum nominal amount of debt securities to be issued under this delegation of authority may not exceed fifty million (50,000,000) euros, or the counter-value of this amount in euros as of the date of the issue decision, it being specified that:
- this limit shall be increased, if necessary, by any redemption premium in excess of the par value,
  - this ceiling does not apply to debt securities issued as a result of a decision or authorization by the Board of Directors under Article L. 228-40 of the French Commercial Code, nor other debt securities covered by the last paragraph of Articles L. 228092, the last paragraph of Article L. 228-93 and the last paragraph of L. 228-94 of the French Commercial Code, and
  - this amount is deducted from the overall ceiling for issuing debt securities under the 33<sup>rd</sup> resolution of this General Meeting;
- 4. decides** to remove the shareholders' preferential subscription right to securities subject of this resolution and restrict the right to subscribe securities subject of this resolution to one or more French investors selected with the prior agreement of the French state with the prior authorization of the French Ministry of the Economy, in respect of controls on foreign investments in France, having authorized Searchlight Capital Partners to take control of the Company on October 25, 2019.
- The Board of Directors will determine the name of any beneficiaries in the aforementioned category for whom the preferential subscription right has been removed and shall determine the number of securities to be issued to them;
- 5. duly notes** that this delegation carries an automatic waiver by shareholders of their preferential subscription right to capital securities to which any securities issued on the basis of this delegation carry an entitlement;
- 6. decides** that:
- (i) The issue price for shares which are issued under this delegation shall be at least equal to the Company's share price weighted by volume on the regulated Euronext Paris market for the three (3) trading sessions preceding the fixing date of the issue price, this average can possibly be reduced by a maximum discount of 20%,
  - (ii) The issue price of securities issued under this delegation will be such that the sum immediately received by the Company, plus any sum received by the Company in the future, shall be at least equal to the amount stated above for each ordinary share issued as a result of the issue of these securities;
- 7. decides** that the Board of Directors shall have all powers, with the right to subdelegate to any authorized persons, in accordance with legal and regulatory provisions, to implement this delegation, and specifically to:
- decide to issue securities and determine the terms and conditions of any issue, particularly the amount, dates, issue price, terms of payment, dividend date (including any retroactive dividend date), the means through which the securities issued on the basis of this delegation will give access to the Company's capital securities,
  - determine the nature, number and characteristics of securities to be issued (including any Company share conversion, exchange or transfer rights attached to the shares or securities giving access to capital to be issued) and, where securities comprise or will be attached to debt securities, their term (fixed or not), whether or not they are subordinated (and if so their rank), their remuneration, any mandatory or optional suspension or non-payment of interest, whether or not the par value of securities can be reduced or increased and other issue terms (including the attachment of guarantees or collateral) and amortization (including redemption through the transfer of Company shares); amend, through the lifespan of the relevant securities, the aforementioned characteristics in accordance with the relevant formalities,
  - set the terms under which the Company will have the option, where applicable, of purchasing or trading on the market, at any time or during specific time periods, the securities issued now or in the future with a view to cancelling such securities or otherwise, taking into account the applicable legal provisions,
  - allow for the option of possibly suspending the exercise of the rights attached to these securities in compliance with the relevant laws and regulations,
  - set and proceed with adjustments intended to take into account the impact of transactions on the Company's capital, and set any other terms that may ensure, where applicable, the protection of the rights of holders of securities providing access to the capital,
  - at its sole initiative, charge the costs of capital increases to the amount of premiums related thereto and deduct amounts needed to fund the statutory reserve,
  - take all necessary measures and perform any necessary formalities for the implementation of this delegation, in particular with a view to successfully completing and recording the planned issues and making relevant amendments to the bylaws, proceeding with any formalities and declarations relevant to the issue, listing and financial servicing of the securities of the securities issued under this delegation as well as for the exercise of rights attached thereto and request all authorization required for the successful completion of these issues.;
- 8. sets** the validity of the delegation of authority that is part of this authorization at **eighteen months**, from the date of this General Meeting, i.e. until **November 21, 2022**.



***Thirtieth resolution resolution - Authorization to be given to the Board of Directors to increase the number of securities to be issued as part of a capital increase with or without preferential subscription right***

The General Meeting, ruling under the quorum and majority conditions for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

- 1. authorizes** the Board of Directors, with the right to subdelegate under the conditions laid down by law, to decide to increase the number of securities to be issued for the purposes of increasing the Company's share capital with or without the preferential subscription rights agreed under the 24<sup>th</sup> to 26<sup>th</sup> resolutions of this General Meeting, at the same price as the one set for the initial issue, within the time frame and limits set out in the relevant regulations as of the issue date (current thirty days from the close of subscription and **within the limit of 15% of the initial issue**), particularly with a view to granting an option of over-allotment in accordance with market practices.
- 2. decides** that the nominal amount of capital increases agreed under this resolution shall be deducted from the ceiling stipulated in the resolution by virtue of which the initial issue is decided and from the overall ceiling applicable as set out in the 33<sup>rd</sup> resolution of this General Meeting or, where applicable, from any ceilings stipulated in resolutions of the same type which may replace the aforementioned resolutions during the period of validity of this delegation.
- 3. sets** the validity of the authorization that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
- 4. duly notes** that this delegation cancels, as of this date and for the unused portion, the delegation granted by the 32<sup>nd</sup> resolution adopted by the General Meeting of June 11, 2020.

***Thirty-First resolution - Authorization granted to the Board of Directors in the event of an issue with cancellation of the preferential subscription right, in order to set the issue price according to the terms set out by the General Meeting up to a maximum of 10% of the capital;***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Article L. 22-10-52 of the French Commercial Code:

- 1. authorizes** the Board of Directors, within the limit of 10% of share capital per year, with the right to subdelegate under legal and regulatory conditions, in the event of shares and/or other securities that give immediate or future access to the Company's capital or to the Company's securities, without preferential subscription rights, under the conditions set out in the 25<sup>th</sup> and 26<sup>th</sup> resolutions in particular, to waive the price-setting conditions stipulated in the aforementioned resolutions and set the share issue price. This may not be less than 80% of the weighted average of prices in the three (3) most recent trading sessions preceding the day on which the issue price is set and the issue price of securities giving access to the capital will be such that the sum received immediately by the Company upon this issue, plus any likely to be received thereafter, for each share issued as a result of the issue of such securities, may not be less than 80% of the weighted average of the prices of the three (3) most recent trading sessions preceding the day on which the issue price is set.
- 2. decides** that the Board of Directors shall enjoy all powers to implement this resolution under the terms set out in the delegation under which the issue is decided.
- 3. decides** that the Board of Directors is granted this authorization for a maximum of **twenty-six months** from the date of this General Meeting, i.e. until **July 21, 2023**.
- 4. duly notes** that this delegation cancels, as of this date, the authorization granted by the 33<sup>rd</sup> resolution adopted by the General Meeting of June 11, 2020.

***Thirty-Second resolution - Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares or securities giving access to the capital reserved for members of company savings plans, with cancellation of preferential subscription rights in favor of the latter***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L.225-138-1 and L. 228-91 et seq. of the French Commercial Code and those of Articles L. 3332-1 et seq of the French Labor Code.

- 1. delegates** to the Board of Directors, with the right to subdelegate under the conditions laid down by law, its authority to decide on the capital increase with the removal of the preferential subscription right, on one or more occasions, in France or overseas, in the proportions and at the times it deems fit, either in euros or another currency or in any other monetary unit based on a basket of currencies, with or without premium, in exchange for payment or free of charge, through the issue of shares (excluding preference shares) and/or securities covered by Articles L. 228-92 paragraph 1, L. 228-93 paragraph 1 and 3 and L. 228-94 paragraph 2 of the French Commercial Code, giving immediate or future access to the Company's capital (including capital securities carrying an entitlement to debt securities), restricted to members of one or more employee savings plans (or any other membership plan covered by Articles L. 3332-1 et seq. of the French Labor Code or any similar law or regulation under which a capital increase may be reserved under equivalent conditions) implemented within some or all of the business or group of businesses, whether French or foreign, that fall within the scope of the Company's consolidated or combined financial statements in accordance with Article L. 3344-1 of the French Labor Code; this resolution may be used for the purposes of implementing leverage formulas.

2. **decides** that the maximum nominal amount of any capital increases under this delegation is set at 2% the share capital as of the date of this General Meeting, in euros or the equivalent in another currency or in any other monetary unit based on a basket of currencies. Where applicable and in accordance with the law and any contractual stipulations for other preservation measures, the nominal amount of the capital increase required to preserve the rights of any holders of securities giving access to the Company will be added to this amount.
3. **decides** that the price of shares to be issued under paragraph 1 of this delegation cannot be less by more than 20% or 30%, if the vesting period stipulated in the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the Labor Code is more or equal to 10 years (or any other maximum percentage stipulated by the applicable legislative provisions when the price is fixed) than the average of the initial share prices for the 20 trading sessions prior to the decision setting the opening date for subscriptions (hereafter "the Reference Price") nor above this average.
4. **authorizes** the Board of Directors to grant to the aforementioned beneficiaries, in addition to shares or securities giving access to capital, shares or securities giving access to capital to be issued or already issued, as a substitute for any or all of the matching contribution and/or discounted reference price. Any advantage arising from this grant may not exceed the legal or regulatory limits applicable.
5. **decides** to remove the preferential subscription right of holders of securities covered by this resolution in favor of the beneficiaries. Moreover, in the event that the aforementioned beneficiaries are granted bonus shares or securities giving access to the capital, such shareholders shall waive any entitlement to such shares or securities giving access to the capital, including reserves, profits or premiums incorporated in the capital due to the bonus securities granted based on this resolution.
6. Under the conditions of this delegation, authorizes the Board of Directors to transfer shares to members of the Group's employee savings plan (or any related plan) as stipulated under Article L. 3332-24 of the French Labor Code. The nominal amount of any shares transfer with a discount shall be deducted from the ceiling referred to under paragraph 2 above.
7. **decides** that the Board of Directors shall have all powers, with the right to subdelegate under the conditions laid down by law, to implement this delegation within the limits and under the conditions set out above, specifically to:
  - approve, under the conditions laid down by law, the list of companies of which the aforementioned beneficiaries may subscribe shares or securities giving access to capital issued and benefit from any bonus shares or securities giving access to capital;
  - decide that beneficiaries, members of an employee or group savings plan (or similar) may subscribe directly or through a company employee mutual fund or other structures or entities permitted under applicable legal and regulatory provisions;
  - set the subscription opening and closing dates;
  - set the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities giving access to the capital for cancelling such securities or otherwise, taking into account the applicable legal provisions;
  - allow for the option of possibly suspending the exercise of the rights attached to shares or securities giving access to the capital in compliance with the relevant laws and regulations;
  - set the amounts of issues to be carried out under this delegation and approve, in particular, the issue prices, dates, terms and conditions of subscription, payment, delivery and vesting of securities (including retroactively), the applicable rules for reduction in the event of over-subscription as well as other terms and conditions of issue, within the legal and regulatory limits in force;
  - determine and proceed with adjustments intended to take into account the impact of transactions involving the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the share, increase in share capital by incorporation of reserves, issue of consideration free shares, stock split or reverse stock split, distribution of dividends, reserves or bonuses or of any other assets, redemption of capital or any other transaction affecting the capital or shareholders' equity (including in case of a public offer and/or change of control), and set any other term that may ensure, where applicable, the protection of the rights of holders of securities providing access to the capital or other rights providing access to the capital (including by way of cash adjustments);
  - In the event that bonus shares or securities giving access to the capital are granted, set the nature, characteristics and number of shares or securities giving access to the capital to be issued, the number to be granted to each beneficiary and approve the dates, deadlines, terms and conditions for the granting of these shares or securities giving access to the capital within the legal and regulatory limits in force and, in particular, choose to deduct the corresponding value of these shares or securities from the total contribution or discount in relation to the reference price and in the event of that new shares are issued, charge any sums required for the payment of the aforementioned shares against reserves, profits or issue premiums.
  - acknowledge the completion of capital increases under this delegation and make the corresponding changes to the bylaws;
  - at its sole initiative, charge the costs of capital increases to the amount of premiums related thereto and deduct amounts needed to fund the statutory reserve;

- in general, enter into any agreement, in particular to successfully complete the proposed issue of shares, take measures and carry out formalities useful for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of rights attached thereto.
8. **sets** the validity of the delegation of authority that is part of this resolution at **twenty-six months**, from the date of this General Meeting, i.e. until **July 21, 2023**.
  9. **duly notes** that this delegation cancels as of this date and for the unused portion, the delegation granted by the 34<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Thirty-Third resolution - Setting the overall ceiling for delegations for issuing shares and securities giving immediate or future access to the capital;***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having considered the Board of Directors' report and consequently the preceding resolutions:

1. **decides** to set at two hundred and fifty million euros (250,000,000) euros the maximum nominal amount of increases in share capital that may be completed under the delegations of authority granted under the 23<sup>rd</sup> to 27<sup>th</sup> and 29<sup>th</sup> resolutions. To this nominal amount may be added the nominal amount of any additional capital increases to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and any contractual provisions providing for other forms of preservation;
2. also **decides** to set at four hundred million (400,000,000) euros the maximum amount of securities representing any debt securities that may be issued under the delegations of authority granted by the 23<sup>rd</sup> to 27<sup>th</sup> and 29<sup>th</sup> resolutions.

***Thirty-Fourth resolution - Authorization granted to the Board of Directors for reducing the capital by cancelling treasury shares;***

The General Meeting, ruling under the quorum and majority conditions for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. **authorizes** the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it deems fit, by cancelling any quantity of treasury shares it chooses in within the limits authorized by law, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code.  
  
On the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four month period preceding the cancellation, including any shares cancelled, may not exceed 10% of the shares that make up the Company's capital on that date. This limit applies to an amount of Company capital which will be adjusted to take into account any transactions affecting the share capital following this General Meeting.
2. **grants** any powers to the Board of Directors, with the right to subdelegate, to complete the cancellation and capital reduction transaction(s) which may be completed under this authorization, charge the difference in redemption value of shares and their par value to available premiums and reserves of their choice, allocate the fraction of the legal reserve now available as a result of the capital reduction and make relevant changes to bylaws and perform all formalities.
3. **resolves** that this authorization is given for a **twenty-six** month period as of this date, i.e. until **July 21, 2023**.
4. **duly notes** that this delegation cancels as of this date and for the unused portion, the authorization granted by the 36<sup>th</sup> resolution adopted by the General Meeting of June 11, 2020.

***Thirty-Fifth - Authorization to be given to the Board of Directors for formulating a buyback offer from all shareholders, implementing the capital reduction and determining the final amount thereof, as part of a capital reduction by a maximum nominal amount of €8,296,620, i.e. 35% of the capital, with the Company buying back its own shares up to a maximum of 33,186,481 shares followed by the cancellation of the repurchased shares;***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-204 and L. 225-207 of the French Commercial Code:

1. **authorizes** the Board of Directors to trade in the Company's shares with the maximum number of shares that may be bought back not to exceed the legal ceiling of 35% of the Company's capital, a maximum of 33,186,481 treasury shares with a view to canceling them and reducing the share capital by a maximum nominal amount of €8,296,620.
2. to this effect, **authorizes** the Board of Directors to make an offer to all shareholders on behalf of the Company to buy back a maximum of 33,186,481 treasury share as part of a public share buyback offer in accordance with legal and regulatory provisions.
3. **sets** at six (6) euros the minimum purchase price as part of a public buy-back offer, i.e. a maximum of €199,118,886, **authorizes** the Board of Directors to set a final purchase price that is below this maximum purchase price of six (6) euros, and **decide** that any shares bought back would be cancelled.

- 4. grants** the Board of Directors all powers, with the right to subdelegate, to complete the aforementioned capital reduction, particularly to:
- approve the definitive capital reduction amount,
  - in accordance with the provisions of Article R. 225-155 of the French Commercial Code, for each selling shareholder, proceed to make a proportional reduction in the number of shares presented in excess of the limit on the capital reduction amount, or reduce the capital by the value of shares purchased,
  - charge the difference between the share purchase value under any public share buy-back offer and the nominal value of twenty-five cents (0.25) euro each for cancelled shares, to any reserve account freely available to the Company,
  - in the event of opposition by creditors, take any appropriate measures, provide any security or comply with any court ruling requiring guarantees to be provided or debts to be repaid,
  - make corresponding changes to the bylaws,
  - and generally, take any necessary action, take any measures and perform any formalities required to execute the authorization granted under this resolution.
- 5. resolves** that this authorization is given for an **eighteen month** period as of this date, i.e. until **November 21, 2022**.

***Thirty-Sixth resolution - Authorization given to the Board of Directors to allocate free or new shares of the Company, with cancellation of the preferential subscription right, in favor of the Group's employees and corporate officers or some of them, of the Company and/or companies associated with it.***

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 228-197, L. 225-197-1, L. 225-197 and L. 225-197 et seq. of the French Commercial Code:

- 1. authorizes** the Board of Directors, with the right to subdelegate under the conditions laid down by law and regulations, to proceed, on one or more occasions and in the proportion and at the times it deems fit, to grant existing or future bonus shares, excluding preference shares, to members of staff or certain categories thereof, and corporate officers or certain categories thereof, whether they belong to the Company or companies or consortia attached thereto under the conditions set out under Article L.225-197-2 of the French Commercial Code, under the conditions below.
- 2. decides** that the total number of bonus shares issued or to be issued under this authorization may not exceed three point five per cent (3.5%) of the total number of shares that make up the Company's share capital as of the date of the Board of Directors' decision to grant shares. This ceiling does not take into account the number of shares to be issued under any adjustments made to preserve the rights of beneficiaries of bonus shares in accordance with the law.
- 3. decides** that the granting of bonus shares to their beneficiaries will be subject to any quantitative and qualitative performance conditions to be set by the Board of Directors and a condition that beneficiaries are present at the Company according to the terms set by the Board of Directors.
- 4. decides** that the granting of bonus shares to their beneficiaries shall become definitive at the end of a vesting period, the length of which is to be determined by the Board of Directors and which must be at least equal to the length of any minimum vesting period provided for by current legislation and regulations as of the date of the Board of Directors' decision and the beneficiaries must hold any shares vested for a period determined by the Board of Directors which must be at least equal to any minimum holding period provided for by current legislation or regulations as of the date of the Board of Directors' decision. Should a beneficiary become invalid and fall within the second or third categories referred to under Article L. 341-4 of the French Social Security Code, or equivalent overseas, shares will be granted to them definitively before the end of the remaining holding period and such shares shall be freely transferable.
- 5. duly notes** that this authorization automatically entitles beneficiaries to bonus shares with Company shareholders expressly waiving (i) their preferential right to subscribe new bonus shares (ii) the portion of reserves, profits or premiums to be incorporated in the capital in the event of new bonus shares being granted and (iii) any entitlement to existing bonus shares. Any increase in the Company's capital corresponding to the issue of new bonus shares shall be definitively completed solely by virtue of the final vesting of such shares by beneficiaries.
- 6. duly notes** that in the event that the Board of Directors were to make use of this authorization, each year it must notify the General Meeting of any transactions performed under the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, under the conditions set out in Article L.225-197-4 of that Code.
- 7. gives** the Board of Directors, with the right to sub-delegate under the conditions laid down by law and the regulations, all powers to implement this authorization, and notably to:
  - approve the list of beneficiaries, or the category(ies) of beneficiaries of bonus shares among staff members and corporate officers of the Company or of the companies and consortia referred to under paragraph 1 above as well as the number of shares granted to each of them,
  - determine whether the bonus shares shall consist of new shares to be issued and/or existing shares in the Company and change their choice as appropriate prior to definitive granting,

- approve, within the aforementioned limits, the conditions and any criteria for granting bonus shares, particularly the performance conditions to be met and the length of the vesting period and required holding period for each beneficiary. In the case of any bonus shares granted to corporate officers as defined under Article L.225-197-1 II paragraph 4 of the French Commercial Code, the Board of Directors must either (a) decide that the shares may not be transferred by the beneficiaries prior to leaving office, or (b) set the quantity of registered shares they are required to hold until they leave office,
  - provide for the option of temporarily suspending the allotment rights under the conditions set out in law and the relevant regulations,
  - acknowledge the definitive vesting dates and the dates from which shares may be freely transferred, taking into account legal restrictions,
  - register the bonus shares in a personal account in the name of their holders, indicating their unavailability and the duration thereof, and remove the unavailable status of shares in any circumstances in which the regulations allow this status to be removed,
  - make any adjustments to the number of bonus shares required to safeguard the rights of beneficiaries according to any transactions affecting the Company's share capital during the vesting period, particularly in the event of a change in par value, capital increase through incorporation of reserves, granting of bonus shares or issue of new securities with preferential right to subscribe reserved for shareholders. Any shares granted as a result of these adjustments shall be deemed to have been granted on the same day as the shares initially granted,
  - in the event that new shares are issued by the Company, charge the sums required to fully pay up such shares to the reserves, profits or issue premiums,
  - acknowledge the completion of each capital increase decided under this authorization and make any corresponding changes to the Company's bylaws, and
  - in general, enter into any and all agreements, in particular in order to successfully complete the planned grants, take all measures and carry out all formalities required for the issue, admission to trading on the regulated market of Euronext Paris and financial servicing of the new shares issued pursuant to this authorization.
- 8. sets** the validity of the delegation of authority that is part of this resolution at **thirty-eight months**, from the date of this General Meeting, i.e. until **July 21, 2024**.

**Thirty-Seventh resolution - Authorization to be given to the Board of Directors for granting stock option and/or stock purchase plans with waiver of the preferential subscription right;**

The General Meeting, ruling under the quorum and majority conditions required for extraordinary meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L.225-177 et seq. of the French Commercial Code:

- 1. authorizes** the Board of Directors, under the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code and L. 225-10-56 of the French Commercial Code, on one or more occasions, to grant those staff members it chooses from among the staff and corporate officers of the Company and associated companies or consortia under the conditions set out in Article L. 225-180 of that Code, options entitling them to subscribe new Company shares to be issued to increase its capital, as well as options entitling them to purchase Company shares resulting from buy-backs by the Company under the conditions laid down in law.
- 2. decides** that the subscription and purchase options granted under this authorization may not entitle the holder to a number of shares greater than three point five per cent (3.5%) of the share capital on the day of the Board of Directors' decision and that the nominal amount of capital increases resulting from exercising the share subscription options granted under this delegation shall not be deducted from the overall ceiling set under the 33<sup>rd</sup> resolution of this General Meeting.
- 3. decides** that the price for exercising the share subscription and purchase options shall be set by the Board of Directors on the day on which the options are granted; decides that (i) in the event that subscription options are granted, this price may not be less than 80% of the average Company share price on the regulated Euronext Paris market in the 20 most recent trading sessions preceding the day on which the subscription options are to be granted (ii) in the event that a share purchase option is granted, this price may not be less than the value stated under (i) above, nor 80% of the average purchase price of shares held by the Company pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code. Should the Company perform one of the transactions covered by Article L. 225-181 of the French Commercial Code, the Board of Directors shall take the necessary measures under the regulations in force at that time, to protect the interests of beneficiaries including by adjusting the number of shares that may be obtained by exercising the options granted to beneficiaries in order to take into account the effect of this transaction.
- 4. acknowledges** that under this delegation, for the benefit of beneficiaries, shareholders expressly waive their preferential right to subscribe any shares issued as subscription rights are issued. The increase in share capital resulting from exercising subscription options shall be definitively completed simply by declaring that the option has been exercised with the submission of the subscription form and the full payment in cash or by offsetting Company debts.
- 5. consequently, transfers** all powers to the Board of Directors to implement this authorization, and in particular to:
  - approve the list of beneficiaries of options and the number of options granted to each of the, it being specified that, through their action, beneficiaries support the Company's expansion and profitability;

- set the dates on which the options are to be granted;
  - set the terms and conditions of options, and notably:
    - the length of validity of options, with any options to be exercised within a maximum of 10 years from the day on which they are granted, notwithstanding any contrary legal or regulatory provisions.
    - the exercise dates or period of options. The Board of Directors may (a) anticipate the dates or periods of options, (b) extend the exercisability of options, or (c) change the dates or periods during which the shares obtained by exercising options may be transferred or converted into bearer shares;
    - any clauses prohibiting the immediate resale of some or all shares resulting from the exercise of options. Any deadline imposed for the retention of securities may not exceed three years from the date of exercise;
    - where applicable, limit, suspend, restrict or prohibit the exercise of the options or the sale or transfer to bearer form of the shares obtained by the exercise of the options, during certain periods or as from certain events; its decision may relate to all or part of the options or shares or concern all or part of the beneficiaries;
    - set the dividend date, including retroactively, for any new shares arising from exercising the subscription options.
- 6. decides** that the Board of Directors shall also, with right to delegate under the conditions laid down by law, have all powers to record the completion of capital increases up to the amount of shares actually subscribed by exercising subscription options, make corresponding changes to the bylaws and, at its sole discretion and should it consider it appropriate, charge the costs of capital increases to the premiums related to such transactions and deduct from that amount the necessary sums to bring the legal reserve to a tenth of the new capital after each increase, and perform any formalities required to list the securities issued, file declarations with the authorities and take any other action required.
- 7. sets** the validity of the delegation of authority that is part of this resolution at **thirty-eight months**, from the date of this General Meeting, i.e. until **July 21, 2024**.

**Competence of the Ordinary General Meeting:**

***Thirty-Eighth resolution - Powers to complete formalities***

The General Meeting vests the holder of an original, copy or extract of the minutes of its deliberations with the power to make any deposits and perform any formalities required by law.

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