

**COMBINED SHAREHOLDERS' MEETING
OF MARCH 22, 2022**

Agenda

Within the competence of the Ordinary Shareholders' Meeting

1. Approval of the compensation policy for the Chief Executive Officer ;
2. Approval of the compensation policy for the Deputy Chief Executive Officer and/or any other executive corporate officer;

Within the competence of the Extraordinary Shareholders' Meeting

3. Delegation of authority to be granted to the Board of Directors to decide to increase the capital by issuing Company's ordinary shares, with cancellation of the shareholders' preferential subscription rights, to the benefit of a category of persons satisfying certain characteristics determined;
4. Approval of the creation of a class of preference shares and the corresponding amendment of the Company's bylaws;
5. Authorization granted to the Board of Directors for a period of thirty-eight (38) months to make free allocations of existing or future preferred shares of the Company, with cancellation of the preferential subscription right, to the benefit of the employees, or certain categories of them, and the corporate officers, or certain of them, of the Company and/or its affiliates;
6. Authorization for the Board of Directors to make free allocations of existing or future ordinary shares of the Company, without pre-emptive subscription rights, to employees or certain categories of employees of the Company and/or its affiliates;
7. Amendment to the bylaws to facilitate shareholder participation in the Company's Shareholders' Meetings;

Within the competence of the Ordinary Shareholders' Meeting

8. Powers to carry out formalities.

Text of the draft resolution

Within the competence of the Ordinary Shareholders' Meeting

First resolution – Approval of the compensation policy for the Chief Executive Officer

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having considered the Board of Directors' report on corporate governance describing the elements of the compensation policy for the Chief Executive Officer set by the Board of Directors

approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer for financial year 2022, incorporating the changes to this policy presented in the aforementioned report, as compared with the compensation policy approved by the Shareholders' Meeting of May 21, 2021 in its fourteenth resolution.

Second resolution – Approval of the compensation policy for the Deputy Chief Executive Officer and/or any other executive corporate officer

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having considered the Board of Directors' report on corporate governance describing the elements of the compensation policy for the Deputy Chief Executive Officer (and/or any other executive corporate officer) set by the Board of Directors

approves, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Deputy Chief Executive Officer and/or any other executive corporate officer for the 2022 financial year, incorporating the changes to this policy presented in the aforementioned report compared with the compensation policy approved by the Shareholders' Meeting of May 21, 2021 in its fifteenth resolution.

Within the competence of the Extraordinary Shareholders' Meeting

Third resolution - Delegation of authority to be granted to the Board of Directors to decide to increase the capital by issuing Company's ordinary shares, with cancellation of the shareholders' preferential subscription right, to the benefit of a category of persons satisfying certain characteristics determined;

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

1. **delegates** to the Board of Directors its authority, with the option of sub-delegation to any person empowered in accordance with legal and regulatory provisions, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, to decide on the issue of new Company's ordinary shares, with cancellation of shareholders' preferential subscription rights, for the benefit of a category of persons satisfying the characteristics determined hereinafter, in euros or in foreign currencies or in any other monetary unit established by reference to several currencies.
2. **decides** that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at 2,500,000 euros, or the equivalent in euros of this amount on the date of the issue decision
3. **decides** to cancel shareholders' preferential subscription rights to the ordinary shares covered by this resolution and to reserve the right to subscribe to said ordinary shares to certain employees and/or corporate officers of the Company and/or of the companies it controls within the meaning of Article L. 233-3 of the French Commercial Code.

The Board of Directors shall determine the identity of the beneficiaries within the category of beneficiaries mentioned above in favor of whom the preferential subscription right has been cancelled and shall determine the number of securities to be issued in their favor, it being specified that the number of beneficiaries of the aforementioned category may not exceed one hundred and forty-nine (149).

4. **decides** that the issue price of the shares issued under the present delegation shall be (i) either equal to 0.51 euro per share, or (ii) at least equal to the volume-weighted average of the prices of the Company's shares on the regulated market of Euronext Paris over the last three (3) trading sessions prior to the setting of the issue price, this average being subject to a maximum discount of 30%;
5. **decides** that the Board of Directors shall have full powers, which it may further delegate to any duly empowered person in accordance with the law, to implement the present delegation and, in particular, to:
 - to decide, on one or more occasions, to issue shares and to determine the terms and conditions of any issue, in particular the amount, dates, issue price, amount of the issue premium, if any, the terms of payment, the date of entitlement to dividends (with a possible retroactive date of entitlement to dividends) and the other characteristics of the new shares thus issued;
 - to determine the number of shares to be issued;
 - to determine, on one or more occasions, the list of beneficiaries within the aforementioned category (within the limit of one hundred and forty-nine (149) beneficiaries), and the number of ordinary shares to be issued to each of them;
 - at its sole discretion, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve; and
 - to take all necessary measures for the implementation of this resolution and to enter into all agreements for the purpose of implementing this delegation, in particular with a view to the successful completion of the planned issues and to record the completion thereof and amend the bylaws accordingly, as well as to carry out all formalities and declarations useful for the issue, listing and financial servicing of the securities issued pursuant to this delegation and to request all authorizations that may be necessary for the completion and successful completion of these issues.
6. **sets at eighteen months**, from the date of this Shareholders' Meeting, i.e. until September 22, 2023, the period of validity of the authorization covered by this resolution.

Fourth resolution – Approval of the creation of a class of preference shares and the corresponding amendment of the Company's bylaws

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for extraordinary Shareholders' Meetings, having considered the Board of Directors' report, the Statutory Auditors' special report and the report of the Special Benefits Auditor, subject to the condition precedent of the adoption by the Shareholders' Meeting of the fifth resolution:

1. **decides** to introduce in the Company's bylaws the option of creating preference shares governed by the provisions of Articles L. 228-11 et seq. of the French Commercial Code, the characteristics and terms of

conversion of which into ordinary shares have been made available to shareholders on the Company's website;

2. **decides** as a consequence of the foregoing, to amend the Company's bylaws as follows:

- Delete Article 7 (*Special Benefits*) and renumber the current Articles 8 to 13 (renumbered from 7 (*Share Capital*) to 12 (*Rights and Obligations Attached to Shares*)) accordingly;
- In new Article 8 (*Form of Shares*), add the word "ordinary" before the words "The shares" in the first paragraph, and insert a new paragraph 2 to read as follows:

"Preference shares must be in registered form and may not be split up by agreement";

- In the last paragraph of new Article 9 (*Increase in share capital*), add the word "ordinary" before the word shares in the following sentence "bare owner of shares";
- In new Article 12 (*Rights and obligations attached to shares*):
 - in the second paragraph, after the words "their contributions", add the words ", without prejudice to the terms and conditions of the preference shares" ;
 - in the third paragraph, add the word "ordinary" between the words "Each share"; and
 - insert a new paragraph 4 to read as follows:

"The preference shares shall not be entitled to dividends; and their rights in the corporate assets of the Company in the event of liquidation shall be determined in accordance with the terms and conditions of the preference shares set forth in the Appendix to these bylaws."

- in the fifth paragraph (former paragraph 4), after the words "respective par value", add the words "and of their respective class"; and replace the words "all then existing shares" with the words "all then existing shares of the same class"; and
- add a new paragraph 6 after new paragraph 5 to read as follows:

"Whenever it is necessary to own several shares in order to exercise any right (including in accordance with the terms and conditions of the preference shares), or in the event of an exchange or allotment of securities entitling the holder to a new security in exchange for the delivery of several shares, the single securities or a number of securities less than that required shall not entitle the holders thereof to any rights against the Company, the shareholders having to deal personally with the grouping together and, if necessary, the purchase or sale of the number of securities required."

- After new Article 12 (*Rights and Obligations Attached to Shares*), insert a new Article 13 as follows:

"ARTICLE 13 - TERMS AND CONDITIONS OF THE PREFERENCE SHARES

The terms and conditions of the preference shares are set forth in the Appendix to these bylaws, which forms an integral part of these bylaws;

- Replace the last paragraph of Article 18 (*Shareholders' Meetings*) with the following paragraph:

"However, a double voting right is granted to all fully paid-up ordinary shares for which proof of registration in the name of the same shareholder for at least two (2) years is provided, in accordance with the legal provisions. In addition, in the event of a capital increase by incorporation of reserves, profits or issue premiums, double voting rights are conferred, as from their issue, on ordinary registered shares allocated free of charge to a shareholder on the basis of old ordinary shares for which he/she benefits from this right. Preference shares do not carry double voting rights."

- Replace paragraphs 4 through 8 of Article 21 (*Allocation and distribution of earnings - liquidation surplus*) with the following paragraphs:

"This profit is at the disposal of the shareholders' meeting which, on the proposal of the board of directors, may, in whole or in part, carry it forward, allocate it to general or special reserve funds, or distribute it to the shareholders holding ordinary shares as a dividend."

In addition, the meeting may decide to distribute sums deducted from the reserves at its disposal to the shareholders holding ordinary shares; in this case, the decision shall expressly indicate the reserve items from which the deductions are made. However, the dividend is deducted in priority from the distributable profit for the year.

The revaluation difference is not distributable; it may be incorporated in whole or in part into the capital.

The shareholders' meeting may grant each shareholder holding ordinary shares for all or part of the dividend or interim dividend distributed the option of receiving payment of the dividend or interim dividend in cash or in shares.

With respect to the liquidation surplus, the net assets, after reimbursement of the nominal value of the shares, shall be divided equally among all the shares of the same class, taking into account in particular the terms and conditions of the preference shares"; and

- Add the terms and conditions of the preference shares in an appendix to the bylaws.
3. **takes notes** that, in accordance with applicable law and the terms and conditions of the preference shares, any issue of preference shares shall automatically entail the express waiver by the Company's shareholders, in favor of the holders of such preference shares, of their preferential subscription rights to the ordinary shares resulting from the conversion of the preference shares into ordinary shares, if any, in accordance with their terms and conditions.
 4. **takes note** that, in accordance with article L. 228-12 of the French Commercial Code and the terms and conditions of the preference shares, the Board of Directors shall have full powers, with faculty of delegation under the conditions provided for by law, to record the conversion of the preference shares into ordinary shares of the Company and to make the corresponding amendments to the Company's bylaws.

Fifth resolution - Authorization granted to the Board of Directors for a period of thirty-eight (38) months to make free allocations of existing or future preference shares of the Company, with cancellation of the preferential subscription right, to the benefit of employees, or certain categories of them, and corporate officers, or certain of them, of the Company and/or of companies related to it.

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report in accordance with Articles L. 225-197-1 et seq., L. 228-11 et seq., and L. 22-10-59 and L. 22-10-60 of the French Commercial Code, subject to the condition precedent of the adoption by the Shareholders' Meeting of the fourth resolution above:

1. **authorizes** the Board of Directors, with the faculty of sub-delegation under the conditions laid down by law and regulations, to proceed, on one or more occasions, in the proportion and at the times it deems appropriate, with free allocations of existing or future preference shares of the Company giving rights to conversion into existing or future ordinary shares of the Company to employees, or certain categories of employees, and to corporate officers, or certain corporate officers, whether they belong to the Company or to companies or groupings related to the Company under the conditions provided for in Article L. 225-197-2 of the French Commercial Code, under the conditions set out below, it being specified that the rights attached to the preference shares will be set out in the Company's bylaws in accordance with the amendments to the bylaws resulting from the fourth resolution above and that these preference shares will not be admitted to trading on a regulated market or a multilateral trading facility.
2. **decides** that the total number of preference shares to be issued under this authorization, as well as the total number of ordinary shares likely to result from the conversion of the preference shares, may not exceed 10% of the total number of shares making up the Company's share capital on the date of the Board of Directors' decision to grant them, it being specified that this ceiling is set without taking into account the number of ordinary and preference shares that may be issued, if any, in respect of adjustments intended to preserve, in accordance with the law and with the plan(s) for the free allocation of ordinary or preference shares decided by the Board of Directors, the rights of the beneficiaries of free allocations of ordinary or preference shares.
3. **decides** that the free allocation of preference shares to their beneficiaries may be subject to performance conditions to be defined by the Board of Directors and to a condition of presence of the beneficiaries according to the terms determined by the Board of Directors.
4. **decides** that the free allocation of preference shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which will be fixed by the Board of Directors and which may not be less than the minimum vesting period, if any, provided for by the laws and regulations in force on the date of the Board of Directors' decision to grant them; and that the beneficiaries must keep the shares thus acquired for a period set by the Board of Directors which may not be less than the minimum holding period, if any, provided for by the laws and regulations in force on the date of the Board of Directors' decision to grant the shares (taking into account, where applicable, the length of the vesting period set by the Board of Directors), it being specified

that in the event of (i) the death of a beneficiary corresponding to the exception provided for in Article L. 225-197-3 of the French Commercial Code, or (ii) the disability of a beneficiary corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code in accordance with Article L. 225-197-1 paragraphs 6 and 7 of the French Commercial Code, or the equivalent case abroad, the shares will be definitively allocated to the beneficiary before the end of the remaining vesting period and the said shares will be freely disposable

5. **takes note** that this authorization automatically entails the express waiver by the Company's shareholders, in favor of the beneficiaries of the free allocations of preference shares, of their preferential subscription rights to the preference shares that would be issued pursuant to this resolution and to the ordinary shares resulting from the conversion of these preference shares
6. **takes note** that the Board of Directors shall inform the Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, under the conditions provided for in Article L.225-197-4 of said Code.
7. **grants** to the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, all powers for the purpose of implementing the present authorization, and notably :
 - to determine, on one or more occasions, the list of beneficiaries, or the category or categories of beneficiaries, of the free allocations of preference shares among the employees and corporate officers of the Company, or of the companies or groupings referred to in paragraph 1 above, as well as the number of shares allocated to each of them
 - to determine, within the above-mentioned limits, the conditions and, where appropriate, the criteria for the free allocation of preference shares, and in particular any performance conditions to be met and the duration of the vesting period and the required holding period for each beneficiary, it being specified that, in the case of shares to be allocated free of charge to the corporate officers defined in 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 sold by the beneficiaries concerned before they cease to hold office, or (b) set the number of shares that they are required to hold in registered form until they cease to hold office;
 - plan the possibility to temporarily suspend allocation rights in accordance with the applicable laws and regulations,
 - record the final acquisition dates and the dates from which the shares may be freely transferred, taking into account legal restrictions,
 - to register the preference shares granted free of charge in a registered account in the name of their holder, mentioning the unavailability and the duration thereof, and to lift the unavailability of the shares for any circumstance for which the applicable regulations allow the lifting of this unavailability,
 - to make any necessary adjustments to the number of preference shares granted free of charge in order to preserve the rights of the beneficiaries, in the light of any transactions affecting the Company's share capital during the vesting period, in particular in the event of a change in the par value of the share a capital increase by incorporation of reserves, a free allocation of shares or the issue of new shares with preferential subscription rights reserved for shareholders, it being specified that the shares allocated, where applicable, in application of these adjustments would be deemed to have been allocated on the same day as the shares initially allocated;
 - to decide, when the time comes, on the capital increase(s) by incorporation of reserves, premiums or profits correlative to the issue of the new preference shares allocated free of charge and to charge, where applicable, to the reserves, profits or issue premiums, the sums necessary for the full payment of the said shares;
 - record the completion of each capital increase decided under this authorization and make the corresponding amendments to the Company's bylaws;
 - determine whether all or part of the ordinary shares resulting from the conversion of the preference shares are existing shares or shares to be issued, and;
 - generally, enter into any agreement, in particular to successfully complete the planned allocations, take all measures and carry out all formalities required for the implementation of this resolution, in particular for the issue, admission to trading on the regulated market of Euronext Paris and the financial servicing of the new ordinary shares issued under this authorization as a result of the conversion of the preference shares.;
8. **sets at thirty-eight months**, from the date of this Shareholders' Meeting, i.e. until **May 22, 2025**, the period of validity of the delegation of authority covered by this resolution.

Sixth resolution – Authorization for the Board of Directors to make free allocations of existing or future ordinary shares of the Company, without preferential subscription rights, to employees or certain categories of employees of the Company and/or of companies related to it

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

1. **authorizes** the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, to make free allocations, on one or more occasions, in the proportions and at the times it deems appropriate, of existing shares or shares to be issued by the Company, with the exception of preference shares, to the benefit of members of the salaried staff, or certain categories of them, whether they belong to the Company or to companies or groupings linked to it under the conditions laid down in Article L.225-197-2 of the French Commercial Code, under the conditions set out below.
2. **decides** that the total number of free shares granted under this authorization may not exceed 10% of the total number of shares comprising the Company's share capital on the date of the Board of Directors' decision to grant the shares, it being specified that this ceiling is set without taking into account the number of ordinary shares that may be issued where applicable, in respect of adjustments to preserve, in accordance with the law and with the plan(s) for the free allocation of ordinary or preference shares decided by the Board of Directors, the rights of the beneficiaries of free allocation of ordinary or preference shares.
3. **decides** that the free allocation of shares to their beneficiaries may be subject to quantitative and qualitative performance conditions to be defined by the Board of Directors and possibly to a condition of presence of the beneficiaries in the Company according to the terms determined by the Board of Directors.
4. **decides** that the allocation of free shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which will be determined by the Board of Directors and which may not be less than the minimum vesting period that may be provided for by the laws and regulations in force on the date of the Board of Directors' decision to allocate them; and that the beneficiaries must keep the shares thus acquired for a period set by the Board of Directors which may not be less than the minimum holding period, if any, provided for by the laws and regulations in force on the date of the Board of Directors' decision to grant the shares (taking into account, where applicable, the length of the vesting period set by the Board of Directors), it being specified that in the event of (i) the death of a beneficiary corresponding to the exception provided for in Article L. 225-197-3 of the French Commercial Code, or (ii) the disability of a beneficiary corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code in accordance with Article L. 225-197-1 paragraphs 6 and 7 of the French Commercial Code, or the equivalent case abroad, the shares will be definitively allocated to the beneficiary before the end of the remaining vesting period and the said shares will be freely assignable.
5. **takes note** that this authorization automatically entails the express waiver by the Company's shareholders, in favor of the beneficiaries of the free share allocations, of (i) their preferential subscription rights to the new shares to be issued and allocated free of charge, (ii) the portion of reserves, profits or premiums to be incorporated into the capital stock, (iii) the portion of the capital stock to be allocated free of charge, and (iv) the portion of reserves, profits or premiums to be incorporated into the capital stock, (ii) to the part of the reserves, profits or premiums that will be incorporated into the capital in the event of the free allocation of new shares, and (iii) to any right to the existing shares allocated free of charge, any increase in the Company's capital corresponding to the issue of new shares allocated free of charge will be definitively completed solely as a result of the definitive acquisition of the said shares by the beneficiaries
6. **takes note** that if the Board of Directors uses this authorization, it must inform the Shareholders' Meeting each year of the transactions carried out under the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, in accordance with the conditions set out in Article L.225-197-4 of said Code.
7. **grants** the Board of Directors, with the option of sub-delegation under the conditions laid down by law and regulations, all powers to implement the present authorization, and in particular:
 - to determine, on one or more occasions, the list of beneficiaries, or category or categories of beneficiaries, of the free allocations of shares among the employees of the Company or of the companies or groupings referred to in paragraph 1 above, and the number of shares allocated to each of them;
 - to determine whether the shares to be granted free of charge will consist of new shares to be issued and/or existing shares of the Company and, if so, to modify its choice before the final grant;
 - determine, within the above limits, the conditions and, where applicable, the criteria for the free allocation of shares, and in particular the performance conditions to be met and the length of the vesting period and the length of the holding period required of each beneficiary;

- provide for the possibility of temporarily suspending the rights of allocation under the conditions provided for by the applicable laws and regulations;
- record the final vesting dates and the dates from which the shares may be freely transferred, taking into account legal restrictions;
- record the shares allocated free of charge in a registered account in the name of their holder, mentioning the unavailability of the shares and the duration of such unavailability, and lift the unavailability of the shares in any circumstance in which the applicable regulations permit the lifting of such unavailability;
- to make any adjustments to the number of free shares allocated in order to preserve the rights of beneficiaries, in the light of any transactions affecting the Company's share capital during the vesting period, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares or the issue of new securities with preferential subscription rights reserved for shareholders, it being stipulated that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initially allocated;
- in the event of the issue of new Company's shares, to deduct, where appropriate, from the reserves, profits or issue premiums, the sums required to pay up the said shares in full;
- record the completion of each capital increase decided under this authorization and make the corresponding amendments to the Company's bylaws, and
- in general, enter into any agreement, in particular to successfully complete the planned allocations, take all measures and carry out all formalities required for the implementation of this resolution, in particular for the issue, admission to trading on the regulated market of Euronext Paris and the financial servicing of the new shares issued under this authorization.

8. sets at thirty-eight months, from the date of this Shareholders' Meeting, i.e. until **May 22, 2025**, the period of validity of the delegation of authority covered by this resolution.

Seventh resolution – Amendment to the bylaws to facilitate shareholder participation in the Company's Shareholders' Meetings

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, having considered the Board of Directors' report, resolves to amend the Company's bylaws as follows.

Paragraphs 6 and 7 of Article 18 ("*Shareholders' Meetings*") of the bylaws shall now read as follows:

"Any shareholder may also vote remotely in accordance with the legal and regulatory provisions, by means of a form drawn up by the Company and sent to the latter under the conditions provided for by the regulations in force, including by electronic means or remote transmission, on the decision of the Board of Directors. This form must be received by the Company under the legal and regulatory conditions in order to be taken into account.

If the board of directors decides to use such means of telecommunication, as published in the notice of meeting, shareholders who participate in the shareholders' meeting by videoconference or by means of telecommunication or teletransmission, including the Internet, enabling them to be identified under the conditions provided for in accordance with the legal and regulatory provisions, shall be deemed to be present for the purposes of calculating the quorum and the majority."

Within the competence of the Ordinary Shareholders' Meeting

Eighth resolution – Powers to complete formalities

The Shareholders' 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.