

LATECOERE
PUBLIC LIMITED COMPANY WITH CAPITAL OF 133,926,214.25 EUROS
REGISTERED OFFICE: 135, RUE DE PÉRIOLE, 31500 TOULOUSE
572 050 169 R.C.S. TOULOUSE

SHAREHOLDERS' MEETING OF 26 JULY 2023
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AGENDA

Competence of the Ordinary Shareholders' Meeting:

1. Approval of the statutory financial statements for the year ended December 31, 2022;
2. Approval of the consolidated financial statements for the year ended December 31, 2022;
3. Approval of non-deductible expenses and charges referred to in article 39, paragraph 4 of the French General Tax Code;
4. Appropriation of net income for the year ended December 31, 2022;
5. Approval of a regulated agreement governed by Articles L.225-38 et seq. of the French Commercial Code with the Company's Chief Executive Officer;
6. Approval of related-party agreements governed by articles L.225-38 et seq. of the French Commercial Code entered into with the Company's Deputy Chief Executive Officer;
7. Approval of related-party agreements governed by articles L.225-38 et seq. of the French Commercial Code entered into with a shareholder holding more than 10% of the Company's voting rights;
8. Appointment of Thierry Mootz as director;
9. Renewal of Caroline Catoire's term of office as director;
10. Approval of directors' compensation policy;
11. Approval of the compensation policy for the Chairman of the Board of Directors;
12. Approval of the compensation policy for the Chief Executive Officer;
13. Approval of the compensation policy for the Deputy Chief Executive Officer and/or any other executive corporate officer;
14. Approval of information concerning compensation paid to corporate officers in respect of the year ended December 31, 2022, in accordance with Article L.22-10-9, I of the French Commercial Code;
15. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during or awarded in respect of the past year to Mr. Pierre Gadonneix in respect of his office as Chairman of the Board of Directors;
16. Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during or awarded in respect of the past year to Thierry Mootz in respect of his office as Chief Executive Officer;
17. Authorization for the Board of Directors to purchase the Company's own shares under the terms of article L.22-10-62 of the French Commercial Code;
18. Appointment of a new Statutory Auditor;

Competence of the Extraordinary Shareholders' Meeting:

19. Authorization to be given to the Board of Directors to reduce the Company's capital through a reduction in the par value of shares;
20. Delegation of authority to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits or any other amounts;
21. Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares and/or securities giving immediate or future access to the capital, with pre-emptive subscription rights;
22. Delegation of authority to the Board of Directors to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without pre-emptive subscription rights for existing shareholders, by means of a public offering (excluding offers governed by 1° of Article L. 411-2 of the French Monetary and Financial Code);
23. Delegation of authority to the Board of Directors to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without pre-emptive subscription rights for existing shareholders, by means of a public offering governed by paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code;
24. Authorization for the Board of Directors to issue shares and/or securities carrying immediate or deferred rights to shares, without pre-emptive subscription rights, as compensation for contributions in kind;

25. Delegation of authority to the Board of Directors to issue shares and/or securities carrying immediate or deferred rights to shares in the Company, without pre-emptive subscription rights, as compensation for securities tendered in connection with a public exchange offer initiated by the Company;
26. Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specified characteristics (*capital increase reserved for one or more French investors selected with the prior approval of the French State under the prior authorization of the Ministry of the Economy for the control of foreign investments in France*);
27. Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without shareholders' pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specified criteria. (*Capital increase reserved for one or more of the Company's creditors under a State Guaranteed Loan*);
28. Delegation of authority to the Board of Directors to decide to increase capital by issuing ordinary shares in the Company, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting specified characteristics (*Capital increase reserved for certain employees and/or corporate officers of the Company and/or its subsidiaries*);
29. Authorization for the Board of Directors to increase the number of shares to be issued in connection with a capital increase with or without pre-emptive subscription rights;
30. Authorization for the Board of Directors, in the event of an issue without pre-emptive subscription rights, to set the issue price in accordance with the terms and conditions decided by the Annual Shareholders' Meeting, subject to a limit of 10% of the share capital;
31. Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the capital reserved for members of company savings plans, with preferential subscription rights waived in their favor;
32. Authorization for the Board of Directors to grant existing or future ordinary and/or preference shares in the Company without pre-emptive subscription rights, to employees or certain categories of employees, and to corporate officers or certain categories of corporate officers of the Company and/or its affiliates;
33. Setting of the overall ceiling for delegations of authority to issue shares and securities giving immediate or future access to the capital;
34. Authorization for the Board of Directors to reduce capital by cancelling treasury shares;
35. Authorization for the Board of Directors to grant stock options, with waiver of pre-emptive subscription rights;
36. Amendment of article 14.1 (*Composition of the Board of Directors*) of the Company's By-laws to create the position of Observer;
37. Delegation of powers to the Board of Directors to carry out a reverse split of the Company's ordinary shares;
38. Approval of the creation of a category of preferred shares and the corresponding amendment to the Company's bylaws;

Competence of the Ordinary Shareholders' Meeting :

39. Powers to carry out formalities.

DRAFT OF RESOLUTIONS

Competence of the Ordinary Shareholders' Meeting :

First resolution - Approval of the statutory financial statements for the year ended December 31, 2022

The Annual Shareholders' Meeting, deliberating under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having considered:

- the management report prepared by the Board of Directors and incorporated by concordance in the Universal Registration Document,
- the Statutory Auditors' report on the parent company financial statements for the year ended December 31, 2022,

approves the statutory financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2022, as presented, showing a loss of (79,177,930.95) euros, and the transactions reflected in these financial statements and summarized in these reports.

Second resolution - Approval of the consolidated financial statements for the year ended December 31, 2022

The Annual Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having considered:

- the management report prepared by the Board of Directors and incorporated by concordance into the Universal Registration Document, including the Group management report,
- the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2022,

approves the consolidated financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2022, as presented, showing a loss of (127,088,436) euros, and the transactions reflected in these financial statements and summarized in these reports.

Third resolution - Approval of non-deductible expenses and charges referred to in article 39, paragraph 4 of the French General Tax Code

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Report, and deliberating in accordance with the provisions of Article 223 quater of the French General Tax Code:

approves the amount of sumptuary expenses or other non-tax-deductible expenses or charges as referred to in Article 39, paragraph 4 of the French General Tax Code, amounting to 95,551.80 euros for the year ended December 31, 2022, as well as the corresponding tax.

Fourth resolution - Appropriation of net income for the year ended December 31, 2022

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Board of Directors' Report,

approves the proposal of the Board of Directors and resolves to allocate the loss for the year, amounting to (79,177,930.95) euros, in full to "Retained earnings", the debit balance of which will thus be increased to (429,320,847.89) euros,

in accordance with the provisions of Article 243 bis of the French General Tax Code, no dividend has been paid in respect of the previous three years.

Fifth resolution - Approval of a related-party agreement governed by Articles L.225-38 et seq. of the French Commercial Code with the Company's Chief Executive Officer

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report on regulated agreements and commitments governed by Articles L.225-38 et seq. of the French Commercial Code,

approves the agreement entered into between the Company and Thierry Mootz, in his capacity as Chief Executive Officer of the Company, as described in the Statutory Auditors' report.

Sixth resolution - Approval of a related-party agreements governed by Articles L.225-38 et seq. of the French Commercial Code with the Company's Deputy Chief Executive Officer

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report on regulated agreements and commitments governed by Articles L.225-38 et seq. of the French Commercial Code,

approves the agreements entered into between the Company and Mr. Grégoire Huttner, in his capacity as Deputy Chief Executive Officer of the Company, as described in the Statutory Auditors' report.

Seventh resolution - Approval of related-party agreements governed by Articles L.225-38 et seq. of the French Commercial Code entered into with a shareholder holding more than 10% of the Company's voting rights

The Annual Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having considered the Board of Directors' Report and the Auditors' special report on regulated agreements and commitments governed by articles L.225-38 et seq. of the French Commercial Code, **approves** the agreements entered into between the Company and SCP SKN Holding I SAS, as a shareholder holding over 10% of the Company's voting rights, as described in the Statutory Auditors' report.

Eighth resolution - Appointment of Mr Thierry Mootz as director

The Shareholders' Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Board of Directors' Report, **resolves** to appoint Thierry Mootz as director for a term of four years, until the Shareholders' Meeting of 2027 called to approve the financial statements for the year ending December 31, 2026.

Ninth resolution - Renewal of Caroline Catoire's term of office as director

The Shareholders' Meeting, voting on the quorum and majority conditions for Ordinary Meetings, having reviewed the Board of Directors' Report, **renews**, in accordance with article 14.1 of the Company's bylaws, Caroline Catoire's term of office as director for a period of four years, until the Shareholders' Meeting held in 2027 to approve the financial statements for the year ending December 31, 2026.

Tenth resolution - Approval of the directors' compensation policy

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Directors' Report on corporate governance referred to in Article L.225-37 of the French Commercial Code, which describes the compensation policy for corporate officers set by the Board of Directors and included in the 2022 Universal Registration Document, section 3.3.1. subsection E "Directors' compensation policy", **approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total compensation and benefits of all kinds presented in the aforementioned report and attributable to directors by virtue of their office.

Eleventh resolution - Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Directors' Report on corporate governance governed by Article L.225-37 of the French Commercial Code, which describes the compensation policy for corporate officers set by the Board of Directors and set out in the 2022 Universal Registration Document, section 3.3.1. subsection B "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 determining, allocating and granting the fixed, variable and exceptional components of the total compensation and benefits of any kind presented in the aforementioned report and attributable to the Chairman of the Board of Directors by virtue of his office.

Twelfth resolution - Approval of the compensation policy for the Chief Executive Officer

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Directors' Report on corporate governance referred to in Article L.225-37 of the French Commercial Code, which describes the compensation policy for corporate officers set by the Board of Directors and included in the 2022 Universal Registration Document, section 3.3.1, subsection C "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 determining, allocating and granting the fixed, variable and exceptional components of the total compensation and benefits of any kind presented in the aforementioned report and attributable to the Chief Executive Officer by virtue of his office.

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

The shareholders' meeting, deliberating according to the quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' Report on corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the compensation policy for corporate officers set by the Board of

Directors and included in the 2022 Universal Registration Document, section 3.3.1, subsection C "Compensation policy for the Deputy Chief Executive Officer (and any other executive corporate officers)", **approves**, pursuant to Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total compensation and benefits of any kind presented in the aforementioned report and attributable to the Deputy Chief Executive Officer and/or any other executive corporate officer by virtue of his office.

Fourteenth resolution - Approval of information relating to compensation paid to corporate officers for the year ended December 31, 2022, in accordance with Article L.22-10-9, I of the French Commercial Code.

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for Ordinary Meetings, having reviewed the Board of Directors' Report on corporate governance pursuant to 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 year ended December 31, 2022, as set out in the Universal Registration Document 2022, section 3.3.3.

Fifteenth resolution - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during or awarded in respect of the past year to Mr. Pierre Gadonneix in his capacity as Chairman of the Board of Directors.

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Directors' Report on corporate governance governed by 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 items making up the total compensation and benefits in kind paid or awarded to Mr. Pierre Gadonneix in respect of the past year in his capacity as Chairman of the Board of Directors, as presented in the Universal 2022 Registration Document, section 3.3.3, subsection B, paragraph B.2. "*Summary table of the components of variable and exceptional compensation of Pierre Gadonneix for the fiscal year ended December 31, 2022 and subject to approval by the 2023 Annual General Shareholders' Meeting*".

Sixteenth resolution - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during or awarded in respect of the past year to Mr. Thierry Mootz, in his capacity as Chief Executive Officer

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Directors' Report on corporate governance governed by 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 items making up the total compensation and benefits of any kind paid or awarded in respect of the past year to Mr Thierry Mootz by virtue of his office as Chief Executive Officer, as presented in the 2022 Universal Registration Document, section 3.3.3, sub-section B, paragraph B.2 "*Summary table of the components of variable and exceptional compensation paid or granted to Thierry Mootz for his role a corporate officer for the fiscal year ended December 31, 2022 and subject to approval by the 2023 Annual General Shareholders' Meeting*".

Seventeenth resolution - Authorization for the Board of Directors to purchase the Company's own shares under the terms of Article L. 22-10-62 of the French Commercial Code

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Directors' Report, and in accordance with 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 powers to subdelegate within the law, in accordance with the provisions of Articles L.22-10-62 et seq. of the French Commercial Code, to purchase or arrange for the purchase of shares in the Company, in particular with a view to:
 - the implementation of any Company stock option plan governed by Articles L. 225-177 et seq. of the French Commercial Code, or any similar plan; and/or
 - the allotment or sale of shares to employees as part of their profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) under the conditions laid down by law, in particular Articles L. 3332-1 et seq. of the French Labor Code; or
 - the free allocation of ordinary and/or preference shares under the terms of Articles L. 225-197-1 et seq. of the French Commercial Code; or
 - in general, to meet obligations relating to stock option plans or other allocations of ordinary and/or preference shares to employees or officers of the issuer or an associated company; or

- the delivery of shares on the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
 - to cancel all or part of the shares thus repurchased; or
 - to stimulate the secondary market or the liquidity of the Latecoere share by an investment services provider under a liquidity contract that complies with accepted regulatory practice, 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 resold; or
 - to retain the shares purchased and subsequently tender them in exchange or as consideration for any future acquisitions; or
 - the implementation of any market practice approved by the Autorité des Marchés Financiers, and more generally, the completion of any other transaction in compliance with the applicable regulations. In such a case, the Company will inform its shareholders by means of a press release.
2. **resolves** that the number of shares purchased by the Company may not exceed:
 - on the date of each repurchase, the total number of shares thus repurchased by the Company since the start of the repurchase program (including those subject to the said repurchase) does not exceed 10% of the shares making up the Company's capital at that date, This percentage applies to a share capital adjusted to reflect transactions affecting it subsequent to this shareholders' meeting, it being specified that (i) the number of shares acquired with a view to their retention and subsequent delivery in connection with a merger, demerger or asset-for-share transfer may not exceed 5% of the Company's share capital; and (ii) when 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 for above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;
 - the number of shares held by the Company at any time does not exceed 10% of the shares comprising the Company's capital stock at the relevant date.
 3. **resolves** that the shares may be acquired, sold or transferred at any time, within the limits authorized by the applicable laws and regulations, and by any means, including on regulated markets, multilateral trading facilities, with systematic internalizers or over-the-counter, including by block purchases or sales, by public tender or exchange offer, or through the use of options or derivatives.
 4. **resolves** that the maximum purchase price of the shares under this resolution will be one (1) euro per share (or the equivalent value of this amount on the same date in any other currency).
 5. **delegate** to the Board of Directors, in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves, the allocation of bonus shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption, or any other transaction affecting the share capital or shareholders' equity, the power to adjust the aforementioned maximum purchase price to take account of the impact of such transactions on the value of the shares.
 6. **grants** full powers to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, to implement this authorization, to specify, if necessary, the terms and conditions, to carry out the share buyback program, and in particular to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the objectives pursued in accordance with the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities or other rights giving access to the Company's capital will be preserved, in accordance with applicable laws, regulations and contractual provisions, make any and all declarations to the *Autorité des Marchés Financiers* and any other competent authority and carry out any and all other formalities, and generally do whatever is necessary.

The Board of Directors will provide shareholders at the Annual Shareholders' Meeting, 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 French Commercial Code, with information relating to the completion of the share buyback transactions authorized by the Shareholders' Meeting, in particular the number and price of shares thus acquired, and the volume of shares used;
 7. **resolves** that this authorization is valid for a maximum period of **eighteen months** from the date of this decision, i.e. until **January 26, 2025**.
 8. **resolves** that this authorization will supersede the previous authorization for the same purpose (14th resolution of the Shareholders' Meeting of May 11, 2022).

Eighteenth resolution - Appointment of a new Statutory Auditor

The term of office of Grant Thornton, Statutory Auditors, expires at the close of this Shareholders' Meeting.

The shareholders' meeting, deliberating according to the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors,

resolves to appoint PricewaterhouseCoopers Audit (63, rue de Villiers - 92200 Neuilly-sur-Seine, 672 006 483 RCS Nanterre) as Statutory Auditors to replace Grant Thornton, for a period of six financial years, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2028.

COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:

Nineteenth resolution - Authorization for the Board of Directors to reduce the Company's capital through a reduction of the par value of the shares.

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary Shareholders' Meetings, having reviewed the Board of Board of Directors' Report and the Statutory Auditors' special report, and in accordance with article L. 225-204 of the French Commercial Code:

1. **authorizes** the Board of Directors to reduce the Company's share capital, on one or more occasions, by reducing the par value of the ordinary and preference shares comprising the share capital, which will be reduced by 2.5 euros for ordinary shares (corresponding to the par value per share of the Company's ordinary shares resulting from the reverse stock-split as decided in the 37th resolution below) and by twenty-five cents (0, 25) for the preference shares, to one cent (0.01) per ordinary and preference share, subject to completion of the reverse stock-split as decided in the 37th resolution below;
2. **resolves** that the total amount of the aforementioned capital reduction may be adjusted depending on the total number of shares subject to the capital reduction and their par value (and in particular following the reverse stock-split operation governed by the 37th resolution below);
3. **resolves** that the amount of 133,390,017.15 euros (adjusted where necessary as indicated in the preceding paragraph), corresponding to the amount of this capital reduction, will be charged to the Company's "Retained earnings" account or to an unavailable reserves account intended for the allocation of future losses incurred by the Company;
4. **give** full powers to the Board of Directors to implement this authorization, and in particular to:
 - determine and specify the terms and conditions of the capital reduction, taking into account, in particular, the amount of share capital at the time the reduction is decided;
 - allocate the amount resulting from the capital reduction carried out pursuant to this resolution to the Company's retained earnings or to an unavailable reserves account for the purpose of offsetting future losses incurred by the Company;
 - record the definitive completion of the capital reduction covered by this resolution;
 - amend the bylaws accordingly;
 - carry out the formalities required by the capital reduction; and
 - more generally, do all that is necessary.
5. **set** the period of validity of the authorization granted under this resolution at twelve months from the date of this Shareholders' Meeting, i.e. until July 26, 2024.

Twentieth resolution - Delegation of authority to the Board of Directors to increase share capital by incorporation of premiums, reserves, profits or any other amounts

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary Shareholders' Meetings, having reviewed the Board of Board of Directors' Report and in accordance with Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, the authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, by incorporation of premiums, reserves, profits or any other amounts that may be capitalized in accordance with the law and the Company's bylaws, in the form of the issue of new shares or an increase in the par value of existing shares, or by a combination of these two methods.
2. **resolves** to set the following limits on the amounts of capital increases authorized in the event that the Board of Directors makes use of the present authorization:
 - the maximum nominal amount of capital increases that may be carried out under this authorization may not exceed three hundred million (300,000. 000) (excluding additional paid-in capital and based on the par value of €0.01 per share resulting from the use of the authorization granted in the 19th resolution above), it being specified that this amount will be deducted from the overall ceiling provided for in the 33rd resolution of this shareholders' meeting or, as the case may be, from any overall ceiling provided for in a similar resolution that may supersede said resolution during the period of validity of this authorization;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other methods of preservation.
3. should the Board of Directors decide to make use of this authorization, **delegate** to it all powers, with the option to sub-delegate such powers in accordance with the law, to implement this authorization, and in particular to:
 - determine the amount and nature of the amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares is to be increased, set the date, which may be

- retrospective, from which the new shares will carry dividend rights or the date on which the increase in the par value of existing shares will take effect;
- decide, in the event of a bonus issue of shares, that fractional rights will not be negotiable and that the corresponding shares will be sold in accordance with the conditions determined by the Board of Directors, it being specified that the sale and distribution of the proceeds from the sale must be carried out in accordance with the conditions set out in Article L. 22-10-50 of the French Commercial Code;
 - determine and make any and all adjustments to take account of the impact of transactions affecting the Company's capital or shareholders' equity, notably in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves, a bonus share issue, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, amortization of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or change of control), and set any other terms and conditions to ensure the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through adjustments in cash);
 - record the completion of each capital increase and amend the bylaws accordingly;
 - generally, enter into any and all agreements, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto.
4. **sets** the period of validity of the authorization given in this resolution at **twenty-six months** from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
5. **notes** that this authorization supersedes, with immediate effect, the unused portion of the authorization previously granted under the 15th resolution of the Shareholders' Meeting of May 11, 2022.

Twenty-first resolution - Delegation of authority to the Board of Directors to increase the Company's capital by issuing shares and/or securities carrying immediate or deferred rights to shares, with pre-emptive subscription rights for existing shareholders.

The Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, 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 powers to subdelegate within the law, its authority to issue, free of charge or against payment, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international market, either in euros or in foreign currencies or in any other unit of account established by reference to a group of currencies,
- ordinary shares,
 - and/or ordinary shares giving entitlement to the allotment 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 that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.

2. **resolves** to set the following limits on the amounts of issues authorized in the event that the Board of Directors makes use of the present delegation of authority:
- the maximum nominal amount of capital increases that may be carried out under this authorization is set at three hundred million (300,000,000) euros (excluding additional paid-in capital and based on the par value of €0.01 per share resulting from the 19th resolution above) or in any other monetary unit established by reference to several 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 33rd resolution of this Shareholders' Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorization may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to several currencies, which will be deducted from the overall ceiling set by the 33rd resolution of this Shareholders' Meeting.
3. **resolves**, should the Board of Directors make use of this authorization, that:
- that the issue(s) will be reserved on a priority basis for shareholders, who will be entitled to subscribe on an irreducible basis in proportion to the number of shares they hold at that time;
 - take formal note that the Board of Directors will have the option of instituting a right to subscribe for shares on a reducible basis;

- formally note that the present delegation of authority automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the shares to which these securities will entitle them, either immediately or in the future, in favor of the holders of the securities giving access to the Company's capital;
 - take due note that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions by irrevocable entitlement and, where applicable, by entitlement subject to reduction (*à titre réductible*) have not absorbed the entire issue referred to in paragraph 1 above, the Board of Directors may exercise the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits set by regulations,
 - freely allocate all or part of the unsubscribed shares,
 - offer all or part of the unsubscribed shares to the public.
4. **resolves** that the Company's share warrants may be issued by subscription offer, but also by free allocation to owners of existing shares, it being specified that the Board of Directors will have the option of deciding that fractional allocation rights will not be negotiable and that the corresponding securities will be sold;
5. **resolves** that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization, and in particular to:
- determine the amount of the issue, the issue price and the amount of any premium that may be requested on issue;
 - determine the dates and terms of the capital increase, and the nature, number and characteristics of the securities issued;
 - in the event of the issue of debt securities, determine whether they will be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (including fixed-rate, floating-rate, zero-coupon or indexed interest) and provide for any compulsory or optional suspension or non-payment of interest, stipulate their term (fixed or perpetual), the possibility of reducing or increasing their nominal value, and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or provide for the Company to issue debt securities (whether fungible or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, due to their terms of redemption or compensation or other rights such as indexation, option rights); amend the above terms and conditions during the life of the securities concerned, in compliance with applicable formalities;
 - determine the method of payment for the securities issued, it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company;
 - set the terms and conditions for the exercise of any rights attached to the shares or securities carrying rights to shares (including rights to conversion, exchange or redemption, including by delivery of Company assets such as treasury shares or securities already issued by the Company) and, in particular, set the date, which may be retroactive, from which the new shares will carry rights, as well as any other terms and conditions for the completion of the issue;
 - set the terms and conditions under which the Company may, if necessary, purchase or exchange the securities giving access to the capital on the stock market, at any time or during specific periods, with a view to cancelling them or not, in accordance with the law;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital, in accordance with legal and regulatory provisions;
 - at its sole discretion, deduct the costs of the capital increase from the related premiums, and deduct from this amount the sums required to fund the legal reserve; determine and make any adjustments to take account of the impact of the issue, and set any other terms and conditions to ensure the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through adjustments in cash);
 - record the completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto.
6. **sets** the period of validity of the authorization granted under this resolution at **twenty-six months** from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
7. **notes** that this authorization cancels, with immediate effect, the unused portion of the previous authorization granted by the 16th resolution of the Shareholders' Meeting of May 11, 2022.

Twenty-second resolution - Delegation of authority to the Board of Directors to decide to increase capital by issuing shares and/or securities giving immediate or future access to capital and/or entitling holders to the allotment of debt securities, with waiver of shareholders' pre-emptive subscription rights, by public offering (excluding offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code).

The Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-136, and with the provisions of articles L. 228-91 et seq. and L. 22-10-51 and L.22-10-52 of the French Commercial Code:

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, by public offering excluding the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros, foreign currencies or any other unit of account calculated by reference to a basket of currencies:
 - ordinary shares,
 - and/or ordinary shares giving entitlement to the allotment 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 that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.
2. **resolves** to set the following limits on the amounts of the issues authorized in the event that the Board of Directors makes use of this authorization:
 - the maximum nominal amount of capital increases that may be carried out under this authorization is set at three hundred million (300,000,000) euros (excluding additional paid-in capital and based on the par value of €0.01 per share resulting from the use of the authorization in the 19th resolution above) or in any other monetary unit established by reference to several 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 33rd resolution of this Shareholders' Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorization may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to several currencies, which will be deducted from the overall ceiling set by the 33rd resolution of this Shareholders' Meeting.
3. **resolves** to waive shareholders' pre-emptive rights to subscribe for the shares to be issued under this resolution.
4. **resolves** that the Board of Directors will have the option of granting shareholders, for a period and on terms to be determined by the Board in accordance with the applicable laws and regulations and for all or part of any issue carried out, a priority subscription period not giving rise to the creation of negotiable rights, to be exercised in proportion to the number of shares held by each shareholder and which may be supplemented by a reducible subscription.
5. **notes** that if subscriptions do not absorb the entire issue, the Board may:
 - limit the amount of the issue to the amount of subscriptions received, where applicable within the limits provided for by regulations,
 - freely allocate all or part of the unsubscribed securities.
6. **notes** that this authorization automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for shares to be issued on conversion, exchange, redemption or exercise of securities carrying rights to shares of the Company;
7. **notes** that, in accordance with Article L. 22-10-52 of the French Commercial Code:
 - the issue price of shares issued directly will be at least equal to the minimum stipulated by the regulatory provisions applicable on the issue date (as of the date hereof, the weighted average of the prices quoted for the last three trading sessions on the Euronext Paris regulated market prior to the start of the public offering, with a maximum discount of 10%), after, where applicable, in the case of the issue of stand-alone share warrants, taking into account the issue price of said warrants;
 - the issue price of securities giving access to the capital and the number of shares to which conversion, redemption or, more generally, conversion of each security giving access to the capital may give entitlement, shall be such that the amount immediately received by the Company, plus any amount that may subsequently be received by it, shall be, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the previous paragraph.
8. **resolves** that the Board of Directors will have full powers, which it may in turn delegate in accordance with the law, to implement this delegation of authority, and in particular to:

- decide the amount of the issue, the issue price and the amount of the premium that may be requested on issue;
 - determine the dates and procedures for the capital increase and the nature, number and characteristics of the securities;
 - in the event of an issue of debt securities, to decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or provide for the Company to issue debt securities (whether fungible or not) in payment of interest the payment of which has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, due to their terms of redemption or compensation or other rights such as indexation, option rights); amend the above terms and conditions during the life of the securities concerned, in compliance with the applicable formalities;
 - determine how the shares are to be paid up, it being specified that the shares may be paid up in cash and/or by offsetting against certain liquid and payable debts owed to the Company;
 - set, where applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issue;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange the securities giving access to the capital on the stock market, at any time or during specific periods, with a view to cancelling them or not, in accordance with the law;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
 - at its sole discretion, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make any adjustments to take account of the impact of the issue and set any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - record the completion of each capital increase and make the corresponding amendments to the by-laws;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto.
9. **sets** the period of validity of the authorization granted in this resolution at **twenty-six months** from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
10. **notes** that this authorization cancels with effect from today's date the unused portion of the previous authorization granted by the seventeenth resolution adopted by the Annual Shareholders' Meeting of 11 May 2022.

Twenty-third resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the Company's capital and/or entitling holders to the allotment of debt securities, without shareholders' pre-emptive subscription rights, by means of a public offer governed by 1° of Article L. 411-2 of the French Monetary and Financial Code.

The Annual Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-136, and with the provisions of articles L. 228-91 et seq. and L. 22-10-51 and L. 22-10-52 of the French Commercial Code:

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international markets, by means of an offer as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies:
 - ordinary shares,
 - and/or ordinary shares giving entitlement to the allotment 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 Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.
- 2. resolves** to set the following limits on the amounts of issues authorized in the event that the Board of Directors makes use of this delegation of authority
- the maximum nominal amount of the capital increases likely to be carried out by virtue of this delegation is set at three hundred million (300,000,000) euros (excluding issue premium and on the basis of the nominal value of €0.01 per share resulting from the use of the authorization in the 19th resolution above) or in any other monetary unit established by reference to several currencies, it being stipulated that the total nominal amount of these capital increases will be deducted from the nominal amount of the overall ceiling provided for in the 33rd resolution of this Annual Shareholders' Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorization may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to more than one currency, which shall be deducted from the overall ceiling provided for in the 33rd resolution of this Annual Shareholders' Meeting;
 - in any event, issues of shares and securities giving access to the capital by virtue of this authorization shall not exceed the limits provided for by the regulations applicable on the date of issue (currently 20% of the share capital per annum).
- 3. resolves** to waive shareholders' pre-emptive rights to subscribe for the securities covered by this resolution.
- 4. notes** that if subscriptions do not absorb the entire issue, the Board may:
- limit the amount of the operation to the amount of subscriptions received, where applicable, within the limits provided for by the regulations;
 - freely allocate all or some of the unsubscribed shares.
- 5. notes** that this authorization automatically entails the express waiver, in favor of the holders of securities giving access to the Company's capital, of shareholders' pre-emptive rights to subscribe for the shares to which the securities will entitle them.
- 6. notes** that, in accordance with Article L. 22-10-52 of the French Commercial Code:
- the issue price of shares issued directly will be at least equal to the minimum provided for by the regulatory provisions applicable on the day of issue (to date, the weighted average of the prices for 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, where applicable, in the case of the issue of stand-alone share warrants, taking into account the resignation 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, more generally, transformation of each security giving access to the capital may give entitlement shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the previous paragraph.
- 7. resolves** that the Board of Directors, with powers to subdelegate within the law, will have full powers to implement this authorization, and in particular to:
- decide the amount of the capital increase, the issue price and the amount of the premium that may be requested on issue;
 - determine the dates and procedures for the capital increase and the nature and characteristics of the securities to be created;
 - in the event of the issue of debt securities, to decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); where applicable, these securities may be accompanied by warrants giving entitlement to the allotment, acquisition or subscription of bonds or other debt securities, or provide for the Company to issue debt securities (whether fungible or not) in payment of interest the payment of which has been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (for example, due to their terms of redemption or compensation or other rights such as indexation, option rights); amend the above terms and conditions during the life of the securities concerned, in compliance with the applicable formalities;

- determine how the shares are to be paid up, it being specified that the shares may be paid up in cash and/or by offsetting against certain liquid and payable debts owed to the Company;
 - set, where applicable, the terms and conditions for exercising the rights (where applicable, conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for carrying out the issue;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange the securities giving access to the capital on the stock market, at any time or during specific periods, with a view to cancelling them or not, in accordance with the law;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
 - at its sole discretion, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
 - determine and make any adjustments to take account of the impact of the issue and set any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - record the completion of each capital increase and make the corresponding amendments to the by-laws;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto.
8. **sets** the period of validity of the authorization granted in this resolution at **twenty-six months** from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
9. **notes** that this authorization cancels with effect from today's date the unused portion, if any, of the previous authorization granted by the eighteenth resolution adopted by the Annual Shareholders' Meeting of 11 May 2022.

Twenty-fourth resolution - Authorization for the Board of Directors to issue, without pre-emptive rights, shares and/or securities giving immediate or future access to the Company's capital and/or entitling holders to the allotment of debt securities as compensation for contributions in kind.

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129, 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 powers to subdelegate within the law, to carry out a capital increase on one or more occasions, by issuing shares (excluding preference shares) and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the Commercial Code giving immediate or future access to the capital of the Company or of other companies, including those in which the Company directly or indirectly owns more than half of the capital (including equity securities giving entitlement to the allotment of debt securities), with a view to compensating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the Commercial Code do not apply.
2. **resolves** to set the following limits on the amounts of the capital increases authorized if the Board of Directors uses this authorization:
 - the maximum amount of capital increases that may be carried out under this authorization is set at 10% of the share capital, 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 33rd resolution of this Annual Shareholders' Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of any capital increases, in the event of new financial transactions, in order to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation;
 - the maximum nominal amount of debt securities that may be issued under this authorization may not exceed three hundred million (300,000,000) euros or any other monetary unit established by reference to several currencies, which will be deducted from the overall ceiling provided for in the 33rd resolution of this Annual Shareholders' Meeting;
 - in any event, issues of shares and securities giving access to the capital by virtue of this authorization shall not exceed the limits provided for by the regulations applicable on the date of issue (currently 10% of the share capital).
3. **resolves** that the Board of Directors will have full powers, including that of sub-delegation under the conditions laid down by law, to implement this resolution, and in particular to:

- decide to issue shares and/or securities giving immediate or future access to the capital of the Company or of other companies;
 - draw up the list of shares and securities contributed, approve the valuation of the contributions, set the terms and conditions of the issue of shares and/or securities giving access to the capital as compensation for the contributions, as well as the amount of any balancing payment to be made, approve the granting of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the compensation for special benefits;
 - determine the characteristics of the shares and/or securities giving access to the capital giving compensation for the contributions and amend, during the life of these securities, the said terms and characteristics in compliance with the applicable formalities;
 - determine and make any adjustments intended to take account of the impact of transactions on the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase by capitalization of reserves, the free allotment of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, amortization of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offer and/or change of control), and to set any other terms and conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of adjustments in cash);
 - at its sole discretion, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
 - record the completion of each capital increase and amend the by-laws accordingly;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto.
4. **sets** the period of validity of the authorization granted under this resolution at **twenty-six months** from the date of this Annual Shareholders' Meeting, i.e. until **September 26, 2025**.
5. **notes** that this authorization cancels with effect from today's date the unused portion of the previous authorization granted by the 19th resolution adopted by the Annual Shareholders' Meeting of 11 May 2022.

Twenty-fifth resolution - Delegation of authority to the Board of Directors to issue shares and/or securities giving immediate or future access to the Company's capital, without pre-emptive subscription rights, as compensation for securities tendered as part of a public offer initiated by the Company and including an exchange component.

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 22-10-54 and L. 228-91 et seq.:

1. **delegates** to the Board of Directors, with powers to subdelegate to any person authorized by law, its authority to decide, in the proportions and at the times it sees 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 compensation for securities (shares or any other financial instruments) admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code, contributed to a public offer with an exchange component initiated by the Company (acting alone or as co-initiator), in France or abroad in accordance with local rules.
2. **resolves** that the total nominal amount of share capital increases that may be carried out immediately and/or in the future under this resolution may not exceed three hundred million (300,000,000) euros (excluding issue premium and based on the nominal value of €0.01 per share resulting from use of the authorization granted in the 19th resolution above).
3. **formally notes**, where necessary, that this authorization automatically entails the waiver by shareholders of their pre-emptive subscription rights in favor of holders of shares and/or securities issued under this resolution and giving access to the Company's capital.
4. **resolves** that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this resolution and in particular to:
 - set the exchange parity and, if applicable, the amount of the cash adjustment to be paid and record the number of shares contributed to the exchange as well as the number of shares or securities issued as a result of these contributions;
 - determine the dividend entitlement date, the terms and conditions of issue and the other characteristics of the new shares or, as the case may be, of the securities thus issued;

- take all necessary measures to protect the rights of holders of previously issued securities or other rights giving access to the Company's share capital, in accordance with the applicable laws and regulations and any contractual provisions providing for other cases of adjustment;
 - charge the issue costs against the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after the increase;
 - more generally, take all necessary measures, enter into all agreements, request all authorizations, carry out all formalities and do all that is necessary to carry out the planned issues or to postpone them, and in particular record the capital increase(s) resulting from any issue carried out by virtue of this authorization, amend the Company's by-laws accordingly and request the admission to trading on all financial instrument markets of the shares and/or securities issued by virtue of this authorization.
5. **sets** the period of validity of the authorization granted under this resolution at **twenty-six months** from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
6. **notes** that this authorization cancels with effect from today's date the unused portion of the previous authorization granted by the 20th resolution adopted by the Annual Shareholders' Meeting of 11 May 2022.

Twenty-sixth resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specified criteria (capital increase reserved for one or more French investors selected with the prior agreement of the French State under the prior authorization of the Ministry of the Economy for the purposes of controlling foreign investment in France).

The Annual Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-138, and with the provisions of articles L. 228-91 et seq. of the French Commercial Code:

1. **delegates** to the Board of Directors its powers, with the option to sub-delegate these powers to any duly empowered person in accordance with the law and regulations, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, to decide on the issue, without shareholders' pre-emptive subscription rights, for the benefit of a category of persons meeting the characteristics set out below, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of new shares in the Company and/or any other securities giving immediate or future access to the capital of the Company, or of companies in which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting debts, it being specified that the issue of preference shares is strictly excluded from this authorization.
2. **resolves** that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorization is set at one hundred million (100,000,000) euros (excluding issue premium and on the basis of the nominal value of €0.01 per share resulting from the use of the authorization granted in the 19th resolution above), or the equivalent value in euros of this amount on the date of the decision to issue, it being stipulated that:
 - this ceiling will be deducted from the overall nominal ceiling set in the 33rd resolution of this Annual Shareholders' Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the Company's capital, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment.
3. **resolves** that the nominal amount of debt securities that may be issued under this authorization may not exceed one hundred million (100,000,000) euros, or the equivalent value in euros of this amount on the date of the decision to issue, it being stipulated that:
 - this ceiling shall be increased, where applicable, by any redemption premium above par;
 - this ceiling does not apply to debt securities the issue of which is decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French Commercial Code, or to other debt securities referred to in the last paragraph of articles L. 228-92, the last paragraph of articles L. 228-93 and the last paragraph of articles L. 228-94 of the French Commercial Code; and
 - this amount will be deducted from the overall ceiling for the issue of debt securities set in the 33rd resolution of this Annual Shareholders' Meeting.
4. **resolves** to cancel shareholders' pre-emptive rights to subscribe for the securities covered by this resolution and to reserve the right to subscribe for the securities covered by this resolution for one or more French investors selected with the prior agreement of the French State under the prior authorization granted by the Ministry of the Economy for the control of foreign investments in France, which authorized Searchlight Capital Partners to take control of the Company on 25 October 2019.

The Board of Directors will determine the name of the beneficiary or beneficiaries within the category of beneficiaries mentioned above in whose favor the pre-emptive subscription right has been waived, and will determine the number of shares to be issued in their favor.

5. **notes** that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the shares in the Company to which the securities issued under this authorization entitle them.
6. **resolves** that
 - i. the issue price of the shares issued under this authorization will either (i) be between €0.01 and €0.05 per share, or (ii) be at least equal to the volume-weighted average of the prices quoted for the Company's shares on the Euronext Paris regulated market over the last three (3) trading days before the issue price is set, with the possibility of reducing this average by a maximum discount of 40%;
 - ii. the issue price of the securities issued under this authorization will be such that the amount received immediately by the Company plus, where applicable, any amount that may be received subsequently by the Company is, for each ordinary share issued as a result of the issue of these securities, at least equal to the amount referred to in the point above.
7. **resolves** that the Board of Directors will have full powers, which it may further delegate to any duly empowered person in accordance with the law and regulations, to implement this authorization and, in particular, to:
 - decide on the issue of securities and determine the terms and conditions of any issue, in particular the amount, dates, issue price, terms of payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable claims on the Company), the dividend entitlement date (with a possible retroactive dividend entitlement date) and the terms on which the securities issued on the basis of this authorization will give access to shares in the Company;
 - determine the nature, number and characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange or redemption, including by delivery of Company assets, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued consist of or are associated with debt securities, their term (fixed or perpetual), whether they are subordinated or not (and, where applicable, their subordination ranking), their compensation, the compulsory or optional suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); amend the above characteristics during the life of the securities concerned, in compliance with the applicable formalities;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, taking into account the applicable legal and regulatory provisions;
 - provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with applicable laws and regulations;
 - set and make any adjustments to take account of the impact of transactions affecting the Company's capital, and set any other terms and conditions to ensure that the rights of holders of securities giving access to the capital are preserved, where applicable;
 - 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
 - take all necessary measures and enter into all agreements for the purpose of implementing this authorization, in particular with a view to the successful completion of the proposed issues, and record the completion thereof.
8. **sets** the period of validity of the authorization granted in this resolution at **eighteen months** from the date of this Shareholders' Meeting, i.e. until **January 26, 2025**.
9. **notes** that this authorization cancels with effect from today's date the unused portion of the previous authorization granted by the 21st resolution adopted by the Annual Shareholders' Meeting of 11 May 2022.

Twenty-seventh resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares or debt securities and/or securities giving immediate or future access to the Company's capital or debt securities, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specific criteria (capital increase reserved for one or more lenders who are creditors of the Company under a State Guaranteed Loan).

The Annual Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-135 and L. 225-138, and with the provisions of articles L. 228-91 et seq. of the French Commercial Code:

1. **delegates** to the Board of Directors its powers, with the option to sub-delegate these powers to any duly empowered person in accordance with the law and regulations, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, to decide on the issue, without shareholders' pre-emptive subscription rights, for

the benefit of a category of persons meeting the characteristics set out below, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of new shares in the Company and/or any other securities giving immediate or future access to the capital of the Company, or of companies in which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting debts, it being specified that the issue of preference shares is strictly excluded from this authorization.

2. **resolves** that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorization shall be one hundred million (100,000,000) euros (excluding issue premium and based on the nominal value of €0.01 per share resulting from the use of the authorization granted in the 19th resolution above), or the equivalent value in euros of this amount on the date of the decision to issue, it being stipulated that:
 - the said ceiling shall be deducted from the overall nominal ceiling set in the 33rd resolution of this Annual Shareholders' Meeting;
 - to this ceiling shall be added, where applicable, the nominal amount of the shares to be issued to preserve the rights of the holders of securities giving access to the Company's capital, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment.
3. **resolves** that the nominal amount of debt securities that may be issued under this authorization may not exceed one hundred million (100,000,000) euros, or the equivalent value in euros of this amount on the date of the decision to issue, it being stipulated that:
 - this limit shall be increased, where applicable, by any redemption premium above par;
 - this limit does not apply to debt securities the issue of which may be decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French Commercial Code, or to other debt securities covered by the final paragraphs of articles L. 228-92, L. 228-93 and L. 228-94 of the French Commercial Code; and
 - this amount is deducted from the overall ceiling for the issue of debt securities set in the 33rd resolution of this Annual Shareholders' Meeting.
4. **resolves** to waive shareholders' pre-emptive rights to subscribe to the securities covered by this resolution and to reserve the right to subscribe to the securities covered by this resolution for one or more lenders that are creditors of the Company under a State Guaranteed Loan entered into with the Company.

The Board of Directors shall determine the name(s) of the beneficiary(ies) within the aforementioned category of beneficiaries in whose favor preferential subscription rights have been waived, and shall determine the number of securities to be issued in their favor.
5. **notes** that this authorization automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the shares in the Company to which the securities issued under this authorization entitle them.
6. **resolves** that
 - i. the issue price of the shares issued under this authorization will be either (i) between 0.01 and 0.05 euros per share, or (ii) at least equal to the volume-weighted average of the Company's share prices on the Euronext Paris regulated market over the last three (3) trading days prior to the issue price being set, with the possibility of this average being reduced by a maximum discount of 40%;
 - ii. the issue price of the securities issued under this authorization will be such that the amount immediately received by the Company plus any amount that may subsequently be received by the Company is, for each ordinary share issued as a result of the issue of such securities, at least equal to the amount referred to above.
7. **resolves** that the Board of Directors will have full powers, which it may in turn delegate to any duly empowered person in accordance with the law, to implement this authorization and, in particular, to:
 - decide on the issue of securities and determine the terms and conditions of any issue, in particular the amount, dates, issue price, terms and conditions of payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company), the dividend entitlement date (with a possible retroactive dividend entitlement date), and the terms and conditions under which the securities issued on the basis of this authorization will give access to shares in the Company;
 - determine the nature, number and characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange or redemption, including by delivery of Company assets, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued consist of or are associated with debt securities, their term (fixed or perpetual), their subordinated or unsubordinated nature (and, where applicable, their subordination ranking), their compensation, the compulsory or optional cases of suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); amend, during the life of the securities concerned, the characteristics referred to above, in compliance with applicable formalities;

- provide for the possibility of suspending the exercise of rights attached to such securities in accordance with applicable laws and regulations;
 - set and make all adjustments to take into account the impact of transactions affecting the Company's capital, and set all other terms and conditions to ensure that the rights of holders of securities giving access to the capital are preserved, where applicable;
 - at its sole discretion, charge the costs of the capital increase against the related premiums, and deduct from this amount the sums required to fund the legal reserve; and
 - take all necessary measures and enter into all agreements for the purpose of implementing this authorization, in particular with a view to successfully completing the proposed issues, formally acknowledging their completion and amending the bylaws accordingly, as well as carrying out all formalities and declarations required for the issue, listing and financial servicing of the securities issued pursuant to this authorization and the exercise of the rights attached thereto, and requesting all necessary authorizations for the completion and successful completion of such issues.
8. **resolves** that the authorization granted under this resolution shall be valid for a period of **eighteen months** from the date of this Shareholders' Meeting, i.e. until **January 26, 2025**.

Twenty-eighth resolution - Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing ordinary shares, without pre-emptive subscription rights for existing shareholders, for the benefit of a category of persons meeting specified criteria (Capital increase reserved for certain employees and/or corporate officers of the Company and/or its subsidiaries)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary Shareholders' Meetings, having reviewed Board of Directors' Report and the Auditors' special report, and 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, with powers to subdelegate to any duly empowered person in accordance with the law, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, the authority to decide on the issue of new ordinary shares in the Company, without shareholders' pre-emptive subscription rights being maintained, for the benefit of a category of persons meeting the characteristics set out below, in euros or foreign currencies or any other monetary unit established by reference to several currencies.
2. **resolves** that the maximum nominal amount of capital increases that may be carried out under this authorization is set at €2,500,000 (excluding additional paid-in capital and based on the par value of €0.01 per share resulting from the use of the authorization granted under the 19th resolution above), or the equivalent value in euros of this amount on the date of the issue decision.
3. **resolves** to cancel shareholders' pre-emptive rights to subscribe for the ordinary shares covered by this resolution, and to reserve the right to subscribe for said ordinary shares for certain employees and/or corporate officers of the Company and/or companies it controls within the meaning of Article L.233-3 of the French Commercial Code.

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

4. **resolves** that the issue price of the shares issued under this authorization will be either (i) between €0.01 and €0.05 per share, or (ii) at least equal to the volume-weighted average of the Company's share prices on the Euronext Paris regulated market over the last three (3) trading days prior to the issue price being set, subject to a maximum discount of 40%.
5. **resolves** that the Board of Directors will have full powers, which it may in turn delegate to any duly empowered person in accordance with the applicable laws and regulations, to implement this authorization and, in particular, to:
 - decide, on one or more occasions, to issue shares and determine the terms and conditions of any issue, in particular the amount, dates, issue price, amount of any issue premium, terms and conditions of payment (it being specified that the shares may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company), dividend entitlement date (with a retroactive dividend entitlement date where applicable) and other characteristics of the new shares issued;
 - determine the number of shares to be issued;
 - 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 related premiums, and deduct from this amount the sums required to fund the legal reserve; and
 - take all necessary measures to implement this resolution and enter into any and all agreements for the purpose of implementing this authorization, in particular with a view to successfully completing the proposed issues, formally acknowledging their completion and amending the bylaws accordingly, as well as

carrying out any and all formalities and declarations required for the issue, listing and financial servicing of the securities issued under this authorization, and seeking any and all authorizations that may prove necessary for the successful completion of such issues.

6. **sets** the period of validity of the authorization granted under this resolution at **eighteen months** from the date of this Shareholders' Meeting, i.e. until **January 26, 2025**.

Twenty-ninth resolution - Authorization for the Board of Directors to increase the number of shares to be issued in connection with a capital increase with or without pre-emptive subscription rights

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. **authorize** the Board of Directors, with powers to subdelegate within the law, to decide to increase the number of shares to be issued in connection with an increase in the Company's share capital, with or without pre-emptive subscription rights, decided pursuant to the 21st to 23rd resolutions of this Meeting, at the same price as for the initial issue, within the timeframes and limits stipulated by the regulations applicable on the issue date (as of today, within thirty days of the close of the subscription period and up to a maximum of 15% of the initial issue), notably with a view to granting an over-allotment option in accordance with market practices.
1. **resolves** that the nominal amount of capital increases carried out pursuant to this resolution will be deducted from the ceiling stipulated in the resolution under which the initial issue is decided, and from the applicable overall ceiling stipulated in the 33rd resolution of this Shareholders' Meeting or, where applicable, from the ceilings stipulated in any similar resolutions that may supersede said resolutions during the period of validity of this authorization.
2. **sets** the period of validity of the authorization provided for in this resolution at **twenty-six months**, from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
3. **notes** that this authorization cancels with immediate effect the unused portion of the previous authorization granted by the 22nd resolution of the Annual Shareholders' Meeting of May 11, 2022.

Thirtieth resolution - Authorization granted to the Board of Directors, in the event of an issue without pre-emptive subscription rights, to set the issue price in accordance with the conditions defined by the Shareholders' Meeting, subject to a limit of 10% of the share capital.

The Annual Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Article L. 22-10-52 of the French Commercial Code:

1. **authorizes** the Board of Directors, up to a maximum of 10% of the share capital per year, with the option to sub-delegate this authorization in accordance with legal and regulatory conditions, in the event of the issue of shares and/or any other securities giving immediate or future access to the Company's share capital or to securities in the Company, without pre-emptive subscription rights, in accordance with the conditions, in particular as regards the amount, set out in the 22nd and 23rd resolutions, to waive the conditions for setting the price provided for in the aforementioned resolutions and to determine the issue price of the shares, which may not be less than 80% of the weighted average of the prices quoted for the shares over the last three (3) trading days preceding the date on which the issue price is set, and that the issue price of the securities giving access to the capital shall be such that the sum immediately received by the Company on this issue, plus, where applicable, any amount that may subsequently be received by the Company for each share issued as a result of the issue of these securities, may not be less than 80% of the weighted average of the share prices for the last three (3) trading days preceding the date on which the issue price is set.
2. **resolves** that the Board of Directors will have full powers to implement this resolution in accordance with the terms of the delegation under which the issue is decided.
3. **resolves** that this authorization is granted to the Board of Directors for a maximum period of **twenty-six months** from the date of this Shareholders' Meeting, i.e. until **September 26, 2025**.
4. **notes** that this authorization cancels with effect from today the previous authorization granted by the 23rd resolution adopted by the Annual Shareholders' Meeting of 11 May 2022.

Thirty-first resolution - Delegation of authority to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the capital reserved for members of company savings plans, with preferential subscription rights waived in their favor

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with 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 Articles L. 3332-1 et seq. of the French Labor Code:

1. **delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to decide to increase the share capital, without pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, for valuable consideration or free of consideration, by issuing shares (excluding preference shares) and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the Commercial Code giving immediate or future access to the Company's capital (including equity securities giving entitlement to the allotment of debt securities), reserved for members of one or more employee savings plans (or any other plan to whose members articles L. 3332-1 et seq. of the French Labor Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) set up within all or part of a French or foreign company or group of companies included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labor Code; it being specified that this resolution may be used for the purposes of implementing leveraged formulae.
2. **resolves** that the maximum nominal amount of the capital increases that may be carried out under this authorization is set at 2% of the share capital as at the date of this Annual Shareholders' Meeting, in euros or the equivalent in any other currency or monetary unit established by reference to several currencies. To this amount shall be added, where applicable, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities giving access to the Company's capital, in accordance with the law and, where applicable, with any contractual stipulations providing for other methods of preservation.
3. **resolves** that the price of the shares to be issued pursuant to paragraph 1 of this authorization may not be more than 20% lower, or 30% lower where the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or greater than ten years (or any other maximum percentage provided for by the legal provisions applicable at the time the price is set), than the average of the opening prices quoted for the share during the 20 trading sessions preceding the decision setting the opening date for subscription, nor exceed this average.
4. **authorizes** the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the capital, shares or securities giving access to the capital to be issued or already issued, in substitution for all or part of the employer's contribution and/or the discount to the reference price, it being understood that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits.
5. **resolves** to waive shareholders' pre-emptive rights to subscribe for the shares covered by this resolution in favor of the beneficiaries indicated above, with said shareholders also waiving, in the event of a free allotment to the beneficiaries indicated above of shares or securities giving access to the capital, all rights to said shares or securities giving access to the capital, including to the portion of reserves, profits or premiums incorporated into the capital, by reason of the free allotment of such securities made on the basis of this resolution.
6. **authorizes** the Board of Directors, under the terms of this authorization, to sell shares to members of an employee or group savings plan (or similar plan) as provided for under Article L. 3332-24 of the French Labor Code, it being specified that the nominal value of shares sold at a discount will be deducted from the ceiling referred to in paragraph 2 above.
7. **resolves** that the Board of Directors will have full powers, which it may in turn delegate in accordance with the law, to implement this authorization within the limits and subject to the conditions set out above, and in particular to:
 - draw up, in accordance with the law, a list of companies whose beneficiaries as indicated above may subscribe for the shares or securities giving access to the capital issued in this way and, where applicable, benefit from the shares or securities giving access to the capital allocated free of charge;
 - decide that subscriptions may be made directly by beneficiaries who are members of an employee or group savings plan (or similar plan), or through company mutual funds or other structures or entities permitted by the applicable laws and regulations;
 - set the opening and closing dates for subscriptions;
 - set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, securities giving access to the capital with a view to cancelling them or not, in accordance with the law;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital, in accordance with legal or regulatory provisions;
 - set the amounts of the issues to be carried out under this authorization, and determine in particular the issue prices, dates, time limits, terms and conditions of subscription, payment (it being specified that the securities may be paid up in cash and/or by offsetting against certain, liquid and payable debts owed to the Company), delivery and entitlement to dividends of the securities (even retroactively), the reduction rules applicable in the event of oversubscription, and the other terms and conditions of the issues, within the legal or regulatory limits in force;

- determine and make any and all adjustments to take into account the impact of transactions affecting the Company's capital or shareholders' equity, notably in the event of a change in the par value of the shares, a capital increase through the capitalization of reserves, a bonus share issue, a stock split or reverse stock split, the distribution of dividends, reserves or premiums, or any other assets, amortization of capital, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or change of control), and to set any other terms and conditions to ensure the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through adjustments in cash);
 - in the event of the free allotment of shares or securities giving access to the capital, to determine the nature, characteristics and number of shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and to set the dates, timeframes, terms and conditions for the allotment 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 equivalent value of these shares or securities from the total amount of the additional paid-in capital or the discount to the reference price and, in the event of the issue of new shares, to deduct, where applicable, from the reserves, profits or issue premiums, the sums required to pay up said shares;
 - record the completion of capital increases carried out pursuant to this authorization and amend the bylaws accordingly;
 - at its sole discretion, charge the costs of capital increases against the related premiums and deduct from this amount the sums required to fund the legal reserve;
 - in general, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and decisions and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorization and for the exercise of the rights attached thereto.
8. sets the period of validity of the authorization given in this resolution at **twenty-six months** from the date of this Meeting, i.e. until **September 26, 2025**.
9. notes that this authorization cancels, with immediate effect, the unused portion of the authorization previously granted under the 24th resolution of the Annual Shareholders' Meeting of May 11, 2022.

Thirty-second resolution - Authorization for the Board of Directors to allot bonus ordinary and/or preference shares, either existing or to be issued, without pre-emptive subscription rights, to all or certain categories of employees and corporate officers of the Company and/or its affiliates.

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with Articles L. 225-197-1 et seq., L. 228-11 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. **authorizes** the Board of Directors, with powers to subdelegate within the law and regulations, to grant, on one or more occasions, in the proportions and at the times it sees fit, free ordinary and/or preference shares (including 2023 Preference Shares) (in which case entitling their holders to conversion into existing or future ordinary shares of the Company) existing or to be issued by the Company, for the benefit of all or certain categories of employees and all or certain corporate officers of the Company or of companies or groupings affiliated to it under the conditions set out in Article L. 225-197-2 of the French Commercial Code, under the conditions set out below.
2. **resolves** that the total number of bonus shares allotted under this authorization, as well as the total number of ordinary shares that may result from the conversion of preference shares, may not exceed 10% of the total number of shares comprising the Company's share capital at the date of the Board of Directors' decision to allot them, it being specified that this ceiling does not take into account the number of ordinary and/or preference shares that may be issued, as the case may be, in respect of adjustments intended to preserve, in accordance with the law and with the plan(s) for the free allotment of ordinary and/or preference shares established by the Board of Directors, the rights of beneficiaries of free allotments of ordinary and/or preference shares.
3. **resolves** that the allocation of free ordinary and/or preference shares to their beneficiaries may be subject to performance conditions to be defined by the Board of Directors, and possibly to a condition of presence of the beneficiaries according to the terms determined by the Board of Directors.
4. **resolves** that the allocation of free ordinary and/or preference shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which will be set by the Board of Directors and which may not be less than the minimum vesting period provided for by the laws and regulations in force on the date of the Board of Directors' decision to allocate the shares; and that the beneficiaries must retain the shares thus acquired for a period set by the Board of Directors which may not be less than the minimum holding period provided for by the laws and regulations in force at the date of the Board of Directors' decision to grant the shares (taking into account, where applicable, 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 classification in the second or third of the categories 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 said shares will be freely transferable.

5. **notes** that this authorization automatically entails the express waiver by the Company's shareholders, in favor of the beneficiaries of the free allotments of ordinary and/or preference shares, of (i) their pre-emptive rights to subscribe for the new ordinary and/or preference shares to be issued as a result of the free allotments, and for the ordinary shares resulting from the conversion of these preference shares, (ii) to the portion of reserves, profits or premiums that will be capitalized in the event of a bonus issue of new shares, and (iii) to any rights over existing shares allotted free of charge, any increase in the Company's capital corresponding to the issue of new shares allotted free of charge will be definitively completed solely as a result of the definitive acquisition of said shares by the beneficiaries.
6. **notes** that, should the Board of Directors decide to make use of this authorization, it must inform the Annual 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, in accordance with the conditions set out in Article L.225-197-4 of said Code.
7. **grants** the Board of Directors full powers to implement this authorization, with the option to sub-delegate these powers in accordance with the law and regulations, and in particular to:
 - determine, on one or more occasions, the list of beneficiaries, or the category or categories of beneficiaries, of the free allocations of ordinary and/or preference shares from among the salaried employees and corporate officers of the Company or of the companies or groupings referred to in paragraph 1 above, and the number of ordinary and/or preference shares allocated to each of them,
 - determine whether the ordinary and/or preference shares to be allotted free of charge will consist of new ordinary and/or preference shares to be issued and/or existing shares in the Company and, if so, modify its choice before the final allotment,
 - determine, within the aforementioned limits, the conditions and, where applicable, the criteria for the free allotment of ordinary and/or preference shares, and in particular the performance conditions to be met, the length of the vesting period and the length of the holding period required of each beneficiary,
 - provide for the temporary suspension of allotment rights in accordance with applicable laws and regulations,
 - record the final acquisition dates and the dates from which the ordinary and/or preference shares may be freely sold, subject to legal restrictions,
 - register the ordinary and/or preference shares allocated free of charge in a nominative account in the name of their holder, mentioning the lock-up period and the duration thereof, and lift the lock-up period in the event of any circumstance in which the applicable regulations allow such lock-up period to be lifted,
 - make any necessary adjustments to the number of ordinary and/or preference shares allotted to preserve the rights of beneficiaries, in the light of any transactions affecting the Company's share capital during the vesting period, notably in the event of a change in the par value of the shares, capital increase through the capitalization of reserves, the allocation of bonus shares or the issue of new shares with preferential subscription rights reserved for shareholders, it being specified 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 ordinary and/or preference shares in the Company, deduct, where applicable, from reserves, profits or share premium, the sums required to pay up said shares in full,
 - record the completion of each capital increase carried out under this authorization and amend the Company's bylaws accordingly, and
 - in general, enter into any and all agreements, in particular to successfully complete the proposed allocations, take any and all measures and carry out any and all formalities required for the implementation of this resolution, in particular for the issue, listing on the Euronext Paris regulated market and financial servicing of the new ordinary shares issued under this authorization or resulting from the conversion of preference shares.
8. **sets** the period of validity of the authorization granted hereby at **thirty-eight months** from the date of this Annual Shareholders' Meeting, i.e. until **September 26, 2026**.
9. **notes** that this authorization cancels and replaces, with immediate effect and to the extent of the unused portion, the previous authorizations granted under the 5th and 6th resolutions adopted by the Annual Shareholders' Meeting of March 22, 2022.

Thirty-third resolution - Setting the overall ceiling for delegations of authority to issue shares and securities giving immediate or future access to the capital

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and as a consequence of the adoption of the preceding resolutions:

1. **resolves** to set at three hundred million (300,000,000) euros the maximum nominal amount of capital increases that may be carried out under the delegations of authority granted by the 20th to 24th and 26th to 29th

resolutions, it being specified that 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, where applicable, any contractual stipulations providing for other preservation arrangements

2. also **resolves** to set the maximum nominal amount of debt securities that may be issued under the delegations of authority granted by the 20th to 24th and 26th to 28th resolutions at three hundred million (300,000,000) euros.

Thirty-fourth resolution - Authorization for the Board of Directors to reduce capital by cancelling treasury shares

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and 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 sees fit, by cancelling any number of treasury shares it sees fit 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 the shares cancelled, may not exceed 10% of the shares comprising the Company's capital at that date, it being noted that this limit applies to an amount of the Company's capital which may be adjusted to take into account transactions affecting the share capital subsequent to this Shareholders' Meeting.
2. **grants** full powers to the Board of Directors, with the option of sub-delegation, to carry out the cancellation(s) and capital reduction(s) that may be carried out by virtue of this authorization, to deduct the difference between the repurchase value of the cancelled shares and their par value from the premiums and available reserves of its choice, to allocate the fraction of the legal reserve that becomes available as a result of the capital reduction, and to amend the bylaws accordingly and carry out all formalities.
3. **resolves** that this authorization is given for a period of **twenty-six months** from today's date, i.e. until **September 26, 2025**.
4. **notes** that this authorization cancels and replaces the unused portion of the previous authorization granted by the 26th resolution of the Annual Shareholders' Meeting of May 11, 2022.

Thirty-fifth resolution - Authorization to be given to the Board of Directors to grant options to subscribe for and/or purchase shares, with waiver of pre-emptive subscription rights

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Board of Directors' Report and the Statutory Auditor's Special Report, and in accordance with the provisions of Articles L.225-177 et seq. of the French Commercial Code:

1. **authorizes** the Board of Directors, in accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, and Article L. 225-10-56 of the French Commercial Code, to grant, on one or more occasions, stock options to employees and corporate officers of the Company and of companies or groupings affiliated to it under the conditions set out in Article L. 225-180 of said Code, options giving entitlement to subscribe for new shares in the Company to be issued by way of a capital increase, as well as options giving entitlement to purchase shares in the Company resulting from repurchases made by the Company under the conditions provided for by law.
2. **resolves** that stock options granted under this authorization may not give entitlement to a total number of shares in excess of three point five per cent (3.5%) of the share capital as at the date of the Board of Directors' decision, and that the nominal amount of capital increases resulting from the exercise of stock options granted under this authorization shall not count towards the overall ceiling set in the 33rd resolution of this Annual Shareholders' Meeting.
3. **resolves** that the price to be paid on exercise of the stock options will be set by the Board of Directors on the day on which the options are granted; resolves that (i) in the case of subscription options, this price may not be less than 80% of the average of the prices quoted for the Company's shares on the regulated market of Euronext Paris over the 20 trading sessions preceding the day on which the subscription options are granted, and (ii) in the case of purchase options, this price may not be less than either the value indicated in (i) above, or 80% of the average purchase price of the shares held by the Company under Articles L. 225-208 and L. 225-209 of the French Commercial Code. 225-208 and L. 225-209 of the French Commercial Code. If the Company carries out one of the transactions provided for in Article L. 225-181 of the French Commercial Code, the Board of Directors will take the necessary measures to protect the interests of beneficiaries, in accordance with the regulations in force at the time, including, where applicable, adjusting the number of shares that may be obtained by exercising options granted to beneficiaries to take account of the impact of such transaction.

4. **notes** that this authorization entails the express waiver by shareholders of their pre-emptive right to subscribe for shares to be issued as and when the options are exercised, in favor of the beneficiaries of the stock options. The share capital increase resulting from the exercise of stock options will be definitively completed by the sole fact of the declaration of the exercise of the option accompanied by the subscription forms and the payment of the full amount, which may be made in cash or by offsetting receivables held against the Company.
5. accordingly **grants** full powers to the Board of Directors to implement this authorization, and in particular to:
 - draw up the list of option beneficiaries and the number of options allocated to each of them, it being specified that the beneficiaries contribute through their shares to the development and results of the Company;
 - set the dates on which the options will be granted;
 - set the terms and conditions of the options, and in particular:
 - o the term of validity of the options, it being understood that the options must be exercised within a maximum period of 10 years from the date on which they are granted, unless otherwise stipulated by law or regulation;
 - o the date(s) or period(s) during which the options may be exercised, it being understood that the Board of Directors may (a) bring forward the date(s) or period(s) during which the options may be exercised, (b) maintain the exercisability of the options, or (c) modify the date(s) or period(s) during which the shares obtained by exercising the options may not be sold or converted into bearer shares;
 - o any clauses prohibiting the immediate resale of all or part of the shares resulting from the exercise of the options, provided that the period during which the shares must be held does not exceed three years from the exercise date;
 - o if necessary, limit, suspend, restrict or prohibit the exercise of options or the transfer or conversion to bearer shares of shares obtained through the exercise of options, during certain periods or following certain events, its decision being able to relate to all or part of the options or shares or concern all or part of the beneficiaries;
 - o set the dividend entitlement date, even retroactively, for new shares issued on exercise of stock options.
6. **resolves** that the Board of Directors will also have full powers, with the option to sub-delegate these powers in accordance with the law, to record the completion of the capital increases up to the amount of shares actually subscribed through the exercise of stock options, to amend the bylaws accordingly, and, at its sole discretion and if it sees fit, charge the costs of the capital increases against the amount of premiums relating to these transactions and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase, and carry out all formalities required for the listing of the securities thus issued, make all declarations to all organizations and do all that may be otherwise necessary
7. **sets** the period of validity of the authorization given in this resolution at **thirty-eight months** from the date of this Annual Shareholders' Meeting, i.e. until **September 26, 2026**.
8. **notes** that this authorization cancels and replaces, with immediate effect, the unused portion of the authorization previously granted by the 28th resolution of the Annual Shareholders' Meeting of May 11, 2022.

Thirty-sixth resolution - Amendment of article 14.1 (Composition of the Board of Directors) of the Company's by-laws to create the position of non-voting director.

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

resolves to create the position of *censeur* (non-voting director), and consequently **decides** to add the following paragraph at the end of article 14.1 (Composition of the Board of Directors) of the Company's bylaws:

"The Board of Directors may appoint one or more censors, who may be legal entities or individuals, and may or may not be shareholders. Non-voting directors who are legal entities are represented by their legal representatives or by any natural person duly appointed for this purpose. Non-voting directors are invited to attend Board meetings in an advisory capacity, in accordance with the same procedures as apply to Board members. They may sit on Committees set up by the Board of Directors. They are appointed for a period, renewable without limit, not exceeding four years, and may receive remuneration determined by the Board of Directors. They may be dismissed at any time by a decision of the Board of Directors."

Thirty-seventh resolution - Delegation of powers to the Board of Directors to carry out a reverse split of the Company's ordinary shares

The Annual Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for extraordinary Shareholders' Meetings, having considered the report of the Board of Directors, and in accordance with the provisions of Articles 6 of Decree no. 48-1683 of 30 October 1948 and R. 228-12 of the French Commercial Code:

1. **resolves** to carry out a reverse stock-split of the ordinary shares making up the Company's share capital, so that a number of ten (10) existing ordinary shares with a par value of 0.25 euros each (the "**Old Shares**") may be exchanged for one (1) new ordinary share with a par value of 2.5 euros each (the "**New Shares**");

2. **grants** full powers to the Board of Directors, with the option of sub-delegation, to:
 - implement the reverse split
 - set the starting date for the reverse split, which will take place at the earliest at the end of a period of fifteen (15) days following the date of publication of the notice of reverse split to be published by the Company in the *Bulletin des annonces légales obligatoires* (BALO);
 - if necessary, suspend the exercise of securities giving access to the capital for a period not exceeding three (3) months, in order to facilitate the reverse split;
 - make any adjustments to the rights of holders of securities giving access to the Company's capital as a result of the reverse stock-split, in accordance with applicable laws and regulations and contractual provisions
 - record and determine the exact number of Old Shares to be consolidated and the exact number of New Shares likely to result from the reverse split
 - record the completion of the reverse split and amend the by-laws accordingly;
 - adjust, if necessary, the number of Old Shares that may be issued under the authorizations and delegations of authority granted to the Board of Directors by the Annual Shareholders' Meetings held prior to completion of the reverse split;
 - publish all notices and carry out all formalities required by law, and enter into all agreements relating to the sale of fractional rights; and
 - more generally, to do all that may be useful or necessary to carry out the reverse share split under the conditions set out in this resolution and in accordance with the applicable regulations;
3. **notes** that, in accordance with the provisions of Article 6 of Decree no. 48-1683 of 30 October 1948, the exchange period during which shareholders must purchase and sell the Old Shares required to complete the reverse split will be thirty (30) days from the start of the reverse split referred to above;
4. **notes** that, in accordance with the provisions of article 6 of decree no. 48-1683 of 30 October 1948, owners of Old Shares held separately or in a smaller number than that required to carry out the aforementioned reverse split will be obliged to purchase or sell the Old Shares required to carry out the reverse split during the exchange period;
5. **resolves** that the Old Shares that could not be allocated individually and corresponding to fractional rights will be sold in accordance with the terms and conditions set out in Article R. 228-12 of the French Commercial Code;
6. resolves that:
 - the New Shares will immediately carry double voting rights, subject to being held in registered form, if on the date of the reverse split of the Old Shares from which they are issued, each of these Old Shares carried double voting rights;
 - in the event of a reverse split of Old Shares that have been registered since different dates, the period used to assess the double voting rights of the New Shares will be deemed to begin on the most recent date on which the Old Shares were registered;
7. **notes** that at the end of the consolidation period, the ordinary shares not consolidated will lose their voting rights and will no longer be included in the calculation of the quorum, and their rights to future dividends will be suspended;
8. **sets** the period of validity of the authorization granted in this resolution at **twelve months** from the date of this Annual Shareholders' Meeting, i.e. until **July 26, 2024**.

Thirty-eighth resolution - Approval of the creation of a class of preference shares and the corresponding amendment to the Company's by-laws

The Annual Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the report of the Board of Directors, the Statutory Auditors' special report and the report of the Statutory Auditor in charge of special benefits:

1. **resolves** to introduce into the Company's bylaws the option of creating preference shares known as "Actions de Préférence 2023", 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. resolves, as a consequence of the foregoing, to amend the Company's bylaws as follows:
 - amend the existing appendix to the bylaws relating to the terms and conditions of the preference shares to rename them "Actions de Préférence 2022", with the rest of the appendix remaining unchanged;
 - replace the first paragraph of Article 13 of the Company's by-laws with the following paragraph:
"The terms and conditions of the preference shares (Actions de Préférence 2022 and Actions de Préférence 2023) are set out in the Annexes to these by-laws, which form an integral part of these Articles."
 - add the terms and conditions of the Actions de Préférence 2023 in a new appendix to the Company's by-laws;
3. **notes** that, in accordance with applicable law and the terms and conditions of the Actions de Préférence 2023, any issue of preference shares will automatically entail the express waiver by the Company's shareholders, in favor

of the holders of such preference shares, of their pre-emptive rights to subscribe for the ordinary shares resulting from the conversion of the preference shares into ordinary shares, if applicable, by virtue of their terms and conditions.

- 4. notes** that, in accordance with Article L. 228-12 of the French Commercial Code and the terms and conditions of the 2023 Preference Shares, the Board of Directors will have full powers, which it may further delegate in accordance with the law, to record the conversion of the preference shares into ordinary shares of the Company and to amend the Company's bylaws accordingly.

Competence of the Ordinary Shareholders' Meeting:

Thirty-ninth resolution - Powers to carry out formalities

The Shareholders' Meeting confers full powers on the bearer of an original, copy or extract of the minutes of its deliberations to carry out all filings and formalities required by law.