

## VERIMATRIX

Société anonyme with a Board of Directors and share capital of €34,214,058.80  
Registered office: Impasse des Carrés de l'Arc, Rond-Point du Canet, 13590  
Meyreuil 399 275 395 RCS Aix-en-Provence

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### COMBINED GENERAL MEETING OF SHAREHOLDERS OF 12 JUNE 2025

#### TEXT OF RESOLUTIONS

##### First resolution

*Approval of the parent company financial statements for the year ended 31 December 2024*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having reviewed the management report of the Board of Directors and the Statutory Auditors' reports,

**approves** the parent company financial statements for the year ended 31 December 2024, as presented, and the transactions reflected in these financial statements or summarised in these reports,

**notes** that the accounts do not show any non-deductible expenses and charges as referred to Article 39-4 of the French General Tax Code.

##### Second resolution

*Approval of the consolidated financial statements for the year ended 31 December 2024*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors on the consolidated financial statements for the year ended 31 December 2024 and the related Statutory Auditors' report,

**approves** the consolidated financial statements of the Verimatrix Group for the year ended 31 December 2024, as presented, and the transactions reflected in those financial statements or summarised in these reports.

##### Third resolution

*Appropriation of net profit for the year ended 31 December 2024*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the management report of the Board of Directors,

noting that the loss for the year ended 31 December 2024 amounts to €8,724,241.85,

**resolves** to allocate the said loss to the “retained earnings” account, which therefore changes from a negative balance of €6,724,449.52 to a negative balance of €15,448,691.37.

In accordance with legal provisions, it is hereby noted that no dividends were distributed for the previous three financial years.

**Fourth resolution**

*Review of agreements governed by Articles L. 225-38 et seq. of the French Commercial Code*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having reviewed the Statutory Auditors' special report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code,

**notes** that no agreements governed by Articles L. 225-38 et seq. of the French Commercial Code were entered into during the year.

**Fifth resolution**

*Renewal of the term of office as director of OEP VII IS, LLC*

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

noting that the term of office as director of OEP VII IS, LLC expires at the close of this meeting,

**resolves** to reappoint OEP VII IS, LLC as a director for a term of three (3) years expiring at the close of the Ordinary Annual General Meeting to be held in 2028 to approve the financial statements for the year ended 31 December 2027.

OEP VII IS, LLC has already indicated that it accepts the renewal of its term of office as director.

**Sixth resolution**

*Renewal of Mr Philipp Von Meurers' term of office as non-voting member*

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

noting that the term of office as non-voting member of Mr Philippe Von Meurers expires at the close of this meeting,

resolves to reappoint Mr Philippe Von Meurers as non-voting member for a term of three (3) years expiring at the close of the Ordinary Annual General Meeting to be held in 2028 to approve the financial statements for the year ended 31 December 2027.

Mr Philippe Von Meurers has already indicated that he accepts the renewal of his term of office as non-voting member.

### **Seventh resolution**

*Re-appointment a Statutory Auditor (PricewaterhouseCoopers Audit)*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

having reviewed the report of the Board of Directors and the recommendation of the Audit Committee,

noting that the term of office of PricewaterhouseCoopers Audit as Statutory Auditor expires at the close of this meeting,

**resolves** to reappoint PricewaterhouseCoopers Audit as Statutory Auditor for a term of six (6) financial years expiring at the close of the Ordinary Annual General Meeting to be held to approve the financial statements for the year ending 31 December 2030.

PricewaterhouseCoopers Audit has already accepted the role of Statutory Auditor and has declared that there are no legal or regulatory requirements or any other reason why it should not be appointed or continue in such role.

### **Eighth resolution**

*Approval of the components of the remuneration due or awarded in respect of the 2024 financial year to the Chairman and Chief Executive Officer, Mr Amedeo D'Angelo*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

in application of the provisions of paragraph II Article L. 22-10-34,

**approves** the fixed, variable and exceptional components of remuneration awarded or to be awarded in respect of 2024 financial year to the Chairman and Chief Executive Officer by virtue of his office, determined by the Board Directors in accordance with the principles and criteria approved by General Meeting of the Company's shareholders on 13 June 2024 under the terms of its thirteenth resolution and detailed in the report of the Board of Directors on corporate governance.

### **Ninth resolution**

*Vote on the information relating to the 2024 remuneration of corporate officers (other than executive directors) referred to in Article L. 22-10-9 of the French Commercial Code*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

**approves**, pursuant to Article L. 22-10-34, paragraph I of the French Commercial Code, the information referred to in Article L. 22-10-9 of the French Commercial Code concerning corporate officers (other than executive directors), as set out in the report of the Board of Directors on corporate governance.

### **Tenth resolution**

*Approval of the remuneration policy for corporate officers for the 2025 financial year*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors on corporate governance and, in particular, the sections drawn up in accordance with Article L. 22-10-8 of the French Commercial Code,

approves the remuneration policy for corporate officers for the 2025 financial year, as presented in the report of the Board of Directors on corporate governance.

#### **Eleventh resolution**

*Approval of the remuneration policy for the Chairman and Chief Executive Officer, Mr Amedeo D'Angelo, for the 2025 financial year*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors on corporate governance and, in particular, the sections drawn up in accordance with Article L. 22-10-8 of the French Commercial Code,

**approves** the remuneration policy for Amedeo D'Angelo for the 2025 financial year, in respect of his office as Chairman and Chief Executive Officer, as presented in the report of the Board of Directors on corporate governance.

#### **Twelfth resolution**

*Authorisation to be granted to the Board of Directors for the purchase by the Company of its own shares*

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings,

having reviewed the report of the Board of Directors,

**authorises** the Board Directors, with powers to subdelegate as permitted by law, for a period of eighteen months from the date hereof, to acquire shares in the Company, in accordance with the conditions set out in Articles L. 22-10-62 et seq. of the French Commercial Code and Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse,

**resolves** that the shares may be acquired, sold or transferred by any means, on one or more occasions, on the market or over-the-counter, including by block purchases or sales, public offers, the use of options or derivatives, in accordance with the conditions laid down by the market authorities and in compliance with applicable regulations,

**resolves** that these transactions may be carried out at any time, in accordance with applicable regulations, except from the date of filing by a third party of a public offer for the Company's securities until the end of the offer period,

**resolves** that the delegation may be used to:

- ensure the liquidity of the Company's shares under a liquidity contract to be entered into with an investment services provider, in accordance with the market practice accepted by the French Financial Markets Authority (*Autorité des marchés financiers*) in respect of share liquidity contracts;
- honour obligations relating to share option programmes, free share allocations, employee savings schemes or other allocations of shares to employees and directors of the Company or its related companies;
- issue shares upon the exercise of rights attached to marketable securities giving access to the Company's share capital;
- purchase shares for retention and subsequent exchange or payment in connection with potential external growth transactions;

- cancel all or part of the shares purchased;
- more generally, act for any purpose that may be authorised by law or any market practice that may be permitted by the market authorities, provided that, in such a case, the Company will inform its shareholders by way of a press release,

**resolves** to set the maximum purchase price per share (excluding fees and commissions) at €10, with an overall limit of €33,000,000, it being stipulated that this purchase price will be subject to any adjustments required to take account of transactions affecting the share capital (in particular in the event of the incorporation of reserves and the free allocation of shares, or the division or consolidation of shares) that may take place during the period of validity of this authorisation,

**notes** that the maximum number of shares that may be purchased under this resolution may not, at any time, exceed of the total number of shares, it being specified that (i) when the shares are purchased in order to promote the liquidity of the Company's shares, the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased less the number of shares resold during the term of the delegation and (ii) when they are acquired for the purpose of being held and subsequently used as consideration or in exchange in a merger, demerger or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

**grants** full powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to place all stock market orders, sign all deeds of sale or transfer, enter into all agreements, liquidity contracts and option contracts, and make all declarations and carry out all necessary formalities.

This delegation supersedes any previous delegation having the same purpose.

### **Thirteenth resolution**

*Reduction in share capital due to losses by reducing the par value of the shares comprising the share capital from €0.40 to €0.10 and corresponding amendment to Article 6.1 of the Articles of Association*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Article L. 225-204 of the French Commercial Code,

having noted that after appropriation of the net profit for 2024 financial year, in accordance with the terms of the third resolution above, the “retained earnings” account shows a negative balance of €15,448,691.37 and that the share capital is divided into 87,325,147 shares with a par value of €0.40 each,

**resolves** to carry out, with immediate effect, a reduction in share capital motivated by losses amounting to €26,197,544.10, in order to reduce it from €34,930,058.80 to €8,732,514.70,

**resolves** to carry out this capital reduction by reducing the par value of the 87,325,147 shares making up the capital from €0.40 to €0.10 in order to clear the debit balance of €15,448,691.37 in the “retained earnings” account, which is thereby fully cleared, and **resolves** to create a special reserve account entitled “special reserve from the capital reduction decided on 12 June 2025” to allocate the remaining amount of the capital reduction, i.e. €10,748,852.73

**resolves** that, with the exception of incorporation into the share capital, the sums allocated to this special reserve will be unavailable for distribution and may only be used to cover losses for the financial year ending 31 December 2025 and subsequent financial years,

**notes** that following this transaction, the share capital amounts to €8,732,514.70 and is divided into 87,325,147 shares with a par value of €0.10 each,

**resolves** to amend Article 6.1 of the Articles of Association as follows:

*“The share capital is €8,732,514.70. It is divided into 87,325,147 shares with a par value of €0.10 each, subscribed and fully paid up.*

*It may be increased or reduced in accordance with the conditions laid down in the French Commercial Code.”*

#### **Fourteenth resolution**

*Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling shares under the delegation to repurchase the Company's own shares*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

**authorises** the Board Directors, in accordance Article L. 22-10-62 of the French Commercial Code, for a period of eighteen (18) months from the date of this meeting, to cancel, on one or more occasions, up to a maximum of 10% of the share capital per twenty-four (24) month period, all or part of the shares acquired by the Company and to reduce the share capital accordingly, it being specified that this limit applies to a share capital amount which may be adjusted to take account of any transactions affecting it subsequent to the date of this meeting,

**resolves** that any excess of the purchase price of the shares over their par value will be deducted from share, merger or contribution premiums or from any available reserve, including the legal reserve, provided that the latter does not fall below of the Company's share capital after the capital reduction.

**grants** full powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to carry out any acts, formalities or declarations with a view to finalising any capital reductions that may be made under this authorisation, and to amend the Company's Articles of Association accordingly.

This delegation supersedes any previous delegation having the same purpose.

#### **Fifteenth resolution**

*Amendment of Article 12.4. of the Articles of Association to comply with the provisions of Article L. 22-10-3-1 of the French Commercial Code*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors,

**resolves** to amend Article 12.4. of the Articles of Association as follows, in order to bring it into line with the provisions of Article L. 22- 10-3-1 of the French Commercial Code, as amended by law no. 2024-537 of 13 June 2024, known as the “Attractiveness Law”:

*“12.4. For the purposes of calculating the quorum and majority, directors who take part in the Board meeting by a means of telecommunication that enables them to be identified in accordance with the regulations in force are deemed to be present. The internal regulations of the Board of Directors may provide that certain decisions may not be taken at a meeting held under these conditions.”*

#### **Sixteenth resolution**

*Amendment of Article 12.7. of the Articles of Association to provide for the option of consulting the directors in writing in accordance with the new provisions of Article L. 225-37 of the French Commercial Code*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors,

**resolves** to amend Article 12.7. of the Articles of Association in order to remove the restrictive list of decisions that may be taken by the directors by means of written consultation and to use written consultation of the directors for all decisions of the Board Directors, in accordance with the provisions Article L. 225-37 of the French Commercial Code, as amended by law no. 2024-537 of 13 June 2024, known as the “Attractiveness Law”

**resolves**, consequently, to amend Article 12.7. as follows:

*“Decisions of the Board of Directors may also be taken by written consultation of the directors, it being specified that any director may object to the use of this method of consultation.*

*Any director wishing to exercise their right to object must notify the person who convened the meeting in writing (including by email) no later than two business days after receiving the proposed resolutions and the voting form. A new meeting of the Board of Directors may then be convened in accordance with the provisions of Article 12.2 above.*

*When the decision is taken by written consultation, the text of the proposed resolutions accompanied a voting form is sent by the chairman to each member of the Board of Directors by electronic means (with acknowledgement of receipt).*

*Directors have a period of 3 business days following receipt of the text of the proposed resolutions and the voting form to complete and send the voting form, dated and signed, to the chairman by electronic means (with acknowledgement of receipt), ticking a single box for each resolution corresponding to the meaning of their vote.*

*If no boxes or more than one box have been ticked for a given resolution, the vote will be null and void and will not be taken into account when calculating the majority for that resolution.*

*Any director who fails to reply within the above time limit will be deemed to be absent and their vote will therefore not be taken into account for the purposes of calculating the quorum and majority.*

*During the response period, any director may request further explanations from the initiator of the consultation.*

*Within five (5) business days of receiving the last voting form, the chairman shall draw up and date the minutes of the deliberations, to which the voting forms shall be attached, and which shall be signed by the chairman and a director who participated in the written consultation.”*

#### **Seventeenth resolution**

*Addition of a new Article 12.8. of the Articles of Association to allow directors to vote by correspondence in accordance with the new provisions of Article L. 225-37 of the French Commercial Code*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors,

**resolves** to add a new Article 12.8. with the following wording, in order to allow directors vote by correspondence in accordance with the provisions of Article L. 225-37 of the French Commercial Code, as amended by law no. 2024-537 of 13 June 2024 (the “Attractiveness Law”)

*“12.8. Directors may vote by correspondence at meetings of the Board of Directors. A voting form complying with the provisions of Article R. 225-21 of the French Commercial Code shall be sent electronically to each director who requests it, together with the text of the proposed resolutions and any other document required for information purposes.*

*Directors wishing to vote by correspondence must complete and return their electronic voting form to the chairman or secretary of the Board of Directors, if one has been appointed, before the deadline for receipt indicated on the form. Votes cast by correspondence on any medium other than the voting form or after the expiry of the deadline indicated will not be taken into account for the calculation of the quorum and majority.*

*The form must be dated and signed, and the director must tick a single box corresponding to the meaning of their vote for each resolution. If no box or more than one box is ticked for a given resolution, the vote will be invalid and will not be taken into account when calculating the majority for that resolution. Directors may express their position in the space provided on the form.*

*Any director present at a meeting may validly confirm or change the meaning of a vote previously cast by correspondence.*

*Postal votes are communicated at the Board meeting and taken into account in the deliberations.*

*The voting forms received are appended to the minutes drawn up at the end of the meeting.”*

The article formerly numbered 12.8. becomes article 12.9.

### **Eighteenth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other marketable securities, with pre-emptive subscription rights*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with, in particular, the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors, with the power to delegate and sub-delegate under the conditions provided by law, its authority to decide, in the proportions and at the times it deems appropriate, one or more capital increases through the issue, in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities, and/or marketable securities (including, in particular, all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its share capital or in which it directly or indirectly owns more than half of the share capital, such marketable securities may be issued in euros, in foreign currency or in any currency units established by reference to several currencies at the discretion of the Board of Directors or the Executive Board, and may be paid up in cash, including by offsetting receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities or allow for their issue as intermediate securities,

**resolves** that shareholders have pre-emptive rights to subscribe for any ordinary shares or marketable securities issued under this delegation, in proportion to the number of shares they hold,

**grants** the Board of Directors the power to grant shareholders the right to subscribe, on a reducible basis, to a greater number of shares or marketable securities than they could subscribe to on an irreducible basis, in proportion to the rights they hold and, in any event, within the limit of their request,

**resolves** to set the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this resolution at €4,366,257 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation shall be deducted from the overall limit provided for in the Twenty- eighth resolution below,
- this limit shall be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to capital

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board Directors under the conditions set out Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions Article L. 228-36-A of the French Commercial Code,

**resolves** that, if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entirety of such an issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, any of the options provided for in Article L. 225-134 of the French Commercial Code, namely:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the initial issue,
- freely allocate all or part of the unsubscribed shares issued among the persons of its choice, and
- offer all or part of the unsubscribed securities issued to the public on the French or international market,

**resolves** that the Company's share subscription warrants may be issued by way of a subscription offer, but also by way of a free allocation to existing shareholders,

**resolves** that in the event of the free allocation of warrants, the Board of Directors will have the option of deciding that fractional subscription rights will not be negotiable and that the corresponding shares will be sold,

**notes**, insofar as is necessary, that this delegation automatically entails, in favour of the holders of marketable securities issued pursuant to this delegation, the express waiver by shareholders of their pre-emptive subscription rights to the shares to which these marketable securities will entitle them,

**resolves** that the delegation thus granted to the Board is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

**resolves** that the Board will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- determine the dates, terms and conditions of any issues, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued, with or without a premium,
- set the amounts to be issued, the dividend entitlement date, which may be backdated, for the shares or marketable securities giving access to the capital to be issued, the method of payment and, where applicable, the terms for exercising rights to exchange, convert, redeem or allocate in any other way equity securities or marketable securities giving access to the capital,

- to make any adjustments required pursuant to legal or regulatory provisions and, where applicable, to applicable contractual stipulations, to protect the rights of holders of marketable securities and other rights giving access to the Company's capital, and
- suspend, where applicable, the exercise of the rights attached to these marketable securities for a maximum period of three months,

**resolves** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge the costs, duties and fees incurred in connection with capital increases carried out pursuant to the delegation referred to in this resolution to the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- take any decision with a view to the admission of the shares and marketable securities issued in this way to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the completion of the resulting capital increase, and amend the Articles of Association accordingly;

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

#### **Nineteenth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the Company's capital by issuing ordinary shares and/or any other marketable securities, with cancellation of the pre-emptive subscription rights of shareholders by means of a public offering with a mandatory priority subscription period (excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1 of the French Commercial Code, and in particular Articles L. 225-136, L. 228-91, L. 228-92 and L. 228-93, and Article L. 22-10- 49 of the French Commercial Code,

**delegates** to the Board Directors, with the option to sub-delegate under the conditions provided for by law, its authority to decide, by way of a public offering, excluding the offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, the issue, on one or more occasions, in the proportions and at the times it deems appropriate, in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities and/or marketable securities (including, in particular, all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its share capital or of which it directly or indirectly owns more than half of the share capital, such marketable securities being issued in euros, in foreign currency or in any currency units established by reference to several currencies at the discretion of the Board of Directors, and which may be paid up in cash, including by offsetting receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities or allow for their issue as intermediate securities,

**resolves** to cancel shareholders' pre-emptive rights to subscribe for ordinary shares or marketable securities issued under this delegation,

**resolves**, in respect of share issues, to grant shareholders a mandatory priority period of at least three (3) trading days for all share issues by way of public offering that may be implemented by the

Board of Directors in accordance with Articles L. 22-10-51 and R. 225-131 of the French Commercial Code, this priority not giving rise to the creation of negotiable rights, but being exercisable on an irreducible and reducible basis; and

**resolves**, in respect of securities other than shares, to delegate to the Board Directors the power introduce such a priority period in favour of shareholders on terms to be determined by the Board in accordance with the provisions Article L. 22-10-51 of the French Commercial Code, this priority not giving rise to the creation of negotiable rights, but being exercisable on both an irreducible and reducible basis,

**notes**, insofar as is necessary, that this delegation automatically entails, in favour of the holders of marketable securities issued pursuant to this delegation, the express waiver by shareholders of their pre-emptive subscription rights to the shares to which these marketable securities will entitle them,

**resolves** to set the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this resolution at €2,910,838 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation shall be deducted from the overall limit provided for in the Twenty- eighth resolution below,
- these limits shall be increased, where applicable, by the par value of the shares to be issued to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to capital,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board Directors under the conditions set out Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions Article L. 228-36-A of the French Commercial Code,

**resolves** that, if subscriptions do not fully cover such an issue, the Board of Directors may, under the conditions provided for by law and in the order it determines, exercise any of the options provided for in Article L. 225-134 of the French Commercial Code, namely:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the initial issue,
- freely allocate all or part of the unsubscribed shares issued among the persons of its choice, and
- offer all or part of the unsubscribed securities issued to the public on the French or international market,

**resolves** that the issue price of the shares issued under this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices quoted for the shares over the 3 trading days preceding the date on which the issue price is set, less a discount of up to 20% where appropriate, taking into account any dividend entitlement date; it being specified that (i) in the event of the issue of marketable securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may, where applicable, be set, at the discretion of the Board or the Board of Directors, by reference to a calculation formula defined by the latter and applicable after the issue of the said marketable securities (for example when they are exercised, converted or exchanged), in which case the maximum discount referred to above may be assessed, if the Board considers it appropriate, on the date of application of the said formula (and not on the date on which issue price is set), and (ii) the issue price of the marketable securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the sum, if any, immediately received by the Company, plus any amount that may be received by it upon the exercise or conversion of such marketable securities, be, for each share issued as a result of the issuance of such marketable securities, at least equal to the minimum amount referred to above,

**resolves** that the public offer(s) decided upon under this resolution may be combined, in the context of a single issue or several issues carried out simultaneously, with one or more offer(s) referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, decided pursuant to the twentieth resolution submitted to this meeting (or any resolution with the same purpose that may supersede said resolution during the period of validity of this delegation),

**resolves** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- determine the dates, terms and conditions of any issues, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued, with or without a premium,
- set the amounts to be issued, the dividend entitlement date, which may be backdated, for the shares or marketable securities giving access to the capital to be issued, the method of payment and, where applicable, the terms for exercising rights to exchange, convert, redeem or allocate in any other way equity securities or marketable securities giving access to the capital,
- to make any adjustments required pursuant to legal or regulatory provisions and, where applicable, to applicable contractual stipulations, to protect the rights of holders of marketable securities and other rights giving access to the Company's capital, and
- suspend, where applicable, the exercise of the rights attached to these marketable securities for a maximum period of three months,

**resolves** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge the costs, duties and fees incurred in connection with capital increases carried out pursuant to the delegation referred to in this resolution to the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- take any decision with a view to the admission of the shares and marketable securities issued in this way to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the completion of the resulting capital increase, and amend the Articles of Association accordingly;

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

### **Twentieth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other marketable securities, with cancellation of shareholders' pre-emptive subscription rights, to be issued as part of an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-93, and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors its authority to decide on the issue, by way of an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it deems appropriate, in France or abroad, of ordinary shares in the Company or equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities and/or marketable securities (including, in particular, all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its share capital or of which it directly or indirectly owns more than half of the share capital, such marketable securities may be issued in euros, in foreign currency or in any currency units established by reference to several currencies at the discretion of the Board, and may be paid up in cash, including by offsetting receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities or allow for their issue as intermediate securities,

**resolves** to cancel shareholders' pre-emptive rights to subscribe for ordinary shares or marketable securities issued under this delegation,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed €1,746,502 or, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information purposes, as at the date of this meeting, the issue of equity securities by means of an offer covered by paragraph 1 Article L. 411-2 of the French Monetary and Financial Code is limited to 30% of the Company's share capital per 12-month period, said share capital being assessed on the date of the Board's decision to use this delegation). This maximum amount shall be increased, where applicable, by the additional amount of shares to be issued to preserve the rights of holders of marketable securities and other rights giving access to shares, in accordance with the law and any applicable contractual provisions,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,

- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board Directors under the conditions set out Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions Article L. 228-36-A of the French Commercial Code,

**resolves** that, if subscriptions do not fully cover such an issue, the Board of Directors may, under the conditions provided for by law and in the order it determines, exercise any of the options provided for in Article L. 225-134 of the French Commercial Code, namely:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the initial issue,
- freely allocate all or part of the unsubscribed shares issued among the persons of its choice

**resolves** that the issue price of the shares issued under this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices quoted for the shares over the 3 trading days preceding the date on which the issue price is set, less a discount of up to 20% where appropriate, taking into account any dividend entitlement date; it being specified that (i) in the event of the issue of marketable securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may, where applicable, be set, at the discretion of the Board or the Board of Directors, by reference to a calculation formula defined by the latter and applicable after the issue of the said marketable securities (for example when they are exercised, converted or exchanged), in which case the maximum discount referred to above may be assessed, if the Board considers it appropriate, on the date of application of the said formula (and not on the date on which issue price is set), and (ii) the issue price of the marketable securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the sum, if any, immediately received by the Company, plus any amount that may be received by it upon the exercise or conversion of such marketable securities, be, for each share issued as a result of the issuance of such marketable securities, at least equal to the minimum amount referred to above,

**resolves** that the offer(s) referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, decided pursuant to this resolution, may be combined, in the context of the same issue or of several issues carried out simultaneously, with one or more offers to the public, decided pursuant to the Nineteenth resolution submitted to this general meeting,

**resolves** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- determine the dates, terms and conditions of any issues, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued, with or without a premium,
- set the amounts to be issued, the dividend entitlement date, which may be backdated, for the shares or marketable securities giving access to the capital to be issued, the method of payment and, where applicable, the terms for exercising rights to exchange, convert, redeem or allocate in any other way equity securities or marketable securities giving access to the capital,
- to make any adjustments required pursuant to legal or regulatory provisions and, where applicable, to applicable contractual stipulations, to protect the rights of holders of marketable securities and other rights giving access to the Company's capital, and
- suspend, where applicable, the exercise of the rights attached to these marketable securities for a maximum period of three months,

**resolves** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge the costs, duties and fees incurred in connection with capital increases carried out pursuant to the delegation referred to in this resolution to

the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,

- take any decision with a view to the admission of the shares and marketable securities issued in this way to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the completion of the resulting capital increase, and amend the Articles of Association accordingly,

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

### **Twenty-first resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital, up to a maximum of 30% of the capital, through the issue of ordinary shares and/or any marketable securities with cancellation of shareholders' pre-emptive subscription rights in favour of persons designated by name – delegation to the Board of Directors of the power to designate such persons*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-93, L. 22-10-52-1 and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors its authority to decide to issue, on one or more occasions, in the proportions and at the times it deems appropriate, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or entitling the holder to the allocation of debt securities and/or marketable securities (including, in particular, all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its share capital or of which it directly or indirectly owns more than half of the share capital, such marketable securities being issued in euros, in foreign currency or in any currency units established by reference to several currencies at the discretion of the Board, and which may be paid up in cash, including by offsetting receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities or allow for their issue as intermediate securities,

**resolves** to cancel shareholders' pre-emptive rights to subscribe for ordinary shares or marketable securities to be issued under this delegation in favour of one or more persons designated by the Board of Directors, and **delegates** to the Board of Directors the power to designate such persons,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future under this delegation may not exceed the limits set by the regulations applicable on the issue date (for information purposes, on the date of this meeting, the issue of equity securities under this delegation is limited to 30% of the Company's share capital per 12-month period, said capital being assessed on the date of the Board's decision to use this delegation), to which may be added, where applicable, the additional amount of shares to be issued to preserve the rights of holders of marketable securities and other rights giving access to shares, in accordance with the law and any applicable contractual provisions,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board Directors under the conditions set out Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions Article L. 228-36-A of the French Commercial Code,

**resolves** that, if subscriptions do not fully cover such an issue, the Board of Directors may, under the conditions provided for by law and in the order it determines, exercise any of the options provided for in Article L. 225-134 of the French Commercial Code, namely:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the initial issue,
- freely allocate all or part of the unsubscribed shares issued among the persons of its choice

**resolves** that the issue price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be set in accordance with the legal and regulatory provisions applicable on the date on which the Board exercises this delegation, it being specified that, if permitted by law, it shall be at least equal to the average of the volume-weighted average prices of the last three trading days preceding the setting of the issue price, less a maximum discount of 20%, taking into account, where applicable, their date of entitlement; it being specified that (i) in the event of the issue of marketable securities giving access to the capital, the issue price of the shares that may result from their exercise, conversion or exchange may, where applicable, be set, at the discretion of the Board or the Board of Directors, by reference to a calculation formula defined by the Board or the Board of Directors and applicable after the issue of the said marketable securities (for example, upon their exercise, conversion or exchange, and in the event of an authorised discount, may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of the marketable securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the sum immediately received by the Company, if any, plus the amount that may be received by it upon the exercise or conversion of such marketable securities, shall, for each share issued as a result of the issue of such marketable securities, be at least equal to the minimum amount referred to above,

**resolves** that this delegation will be valid for a period of 18 months from the date of this meeting,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- determine the dates, terms and conditions of any issues, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued, with or without a premium,
- set the amounts to be issued, the dividend entitlement date, which may be backdated, for the shares or marketable securities giving access to the capital to be issued, the method of payment and, where applicable, the terms for exercising rights to exchange, convert, redeem or allocate in any other way equity securities or marketable securities giving access to the capital,
- to make any adjustments required pursuant to legal or regulatory provisions and, where applicable, to applicable contractual stipulations, to protect the rights of holders of marketable securities and other rights giving access to the Company's capital, and

- suspend, where applicable, the exercise of the rights attached to these marketable securities for a maximum period of three months,

**resolves** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge the costs, duties and fees incurred in connection with capital increases carried out pursuant to the delegation referred to in this resolution to the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- take any decision with a view to the admission of the shares and marketable securities issued in this way to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the completion of the resulting capital increase, and amend the Articles of Association accordingly,

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

### **Twenty-second resolution**

*Delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without pre-emptive subscription rights*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

In accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135 et seq., L. 228-91 and L. 228-92 of the French Commercial Code,

**delegates** to the Board of Directors its authority to increase the number of shares or marketable securities to be issued in the event of excess demand for subscription in connection with capital increases of the Company with or without pre-emptive subscription rights decided pursuant to the Eighteenth Resolution, the Nineteenth resolution, the Twentieth resolution and the Twenty-first resolution above, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., to date, within thirty days of the closing of the subscription, at the same price as that used for the initial issue and within the limit of 15% of the initial issue), said shares conferring the same rights as the existing shares subject to their date of entitlement,

**specifies** that the nominal amount of any capital increase decided pursuant to this delegation in connection with capital increases of the Company with or without pre-emptive subscription rights decided pursuant to the above resolutions shall be deducted from the overall limit provided for in the Twenty-eighth resolution below, to which shall be added, where applicable, the additional amount of shares or marketable securities to be issued, if any, to preserve, in accordance with the law and, where applicable, the contractual provisions applicable, the rights of holders of marketable securities and other rights giving access to the capital,

**resolves** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- determine the dates, terms and conditions of any issues, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued, with or without a premium,

- set the amounts to be issued, the dividend entitlement date, which may be backdated, for the shares or marketable securities giving access to the capital to be issued, the method of payment and, where applicable, the terms for exercising rights to exchange, convert, redeem or allocate in any other way equity securities or marketable securities giving access to the capital,
- make any adjustments required pursuant to legal or regulatory provisions and, where applicable, applicable contractual provisions, to protect the rights of holders of marketable securities and other rights giving access to the Company's share capital, and
- suspend, where applicable, the exercise of the rights attached to these marketable securities for a maximum period of three months,

**resolves** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge the costs, duties and fees incurred in connection with capital increases carried out pursuant to the delegation referred to in this resolution to the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- take any decision regarding the admission of the securities and marketable securities thus issued to trading on the regulated market of Euronext and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the completion of the resulting capital increase, and amend the Articles of Association accordingly;

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

### **Twenty-third resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any marketable securities with cancellation of shareholders' pre-emptive subscription rights in favour of a category of persons meeting certain characteristics determined in connection with the implementation of an equity or bond financing agreement*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L-225-129-4, L. 225-135, L-225-138 and L. 228-91 et seq. of the French Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors, with the power to delegate and sub-delegate under the conditions provided by law, its authority to decide, in the proportions and at the times it deems appropriate, one or more capital increases through the issue, in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or entitling the holders to the allocation of debt securities, and/or marketable securities (including, in particular, all debt securities) giving access to the Company's share capital, such marketable securities being issued in euros, in foreign currency or in any currency established by reference to several currencies at the Board's discretion, and which may be paid up in cash, including by set-off of receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities (in particular, share subscription warrants attached to bonds or issued to subscribers of such bonds) or allow them to be issued as intermediate securities,

**resolves** to cancel the pre-emptive subscription right of shareholders to ordinary shares of the Company or other marketable securities to be issued to the following category of persons:

- any credit institution, any investment service provider, as well as any investment fund or company undertaking to subscribe or guarantee the completion of the capital increase or any issue of marketable securities likely to result in a capital increase in the future (including, in particular, through the exercise of share subscription warrants) that could be carried out pursuant to this delegation in connection with the implementation of an equity or bond financing agreement,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed €873,251, or its equivalent in foreign currency, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to shares,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the issue price of the shares issued under this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices quoted for the shares over the 3 trading days preceding the date on which the issue price is set, less a discount of up to 20% where appropriate, taking into account any dividend entitlement date; it being specified that (i) in the event of the issue of marketable securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may, where applicable, be set, at the discretion of the Board or the Board of Directors, by reference to a calculation formula defined by the latter and applicable after the issue of the said marketable securities (for example when they are exercised, converted or exchanged), in which case the maximum discount referred to above may be assessed, if the Board considers it appropriate, on the date of application of the said formula (and not on the date on which issue price is set), and (ii) the issue price of the marketable securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the sum, if any, immediately received by the Company, plus any amount that may be received by it upon the exercise or conversion of such marketable securities, be, for each share issued as a result of the issuance of such marketable securities, at least equal to the minimum amount referred to above,

**specifies** that the delegation thus conferred on the Board of Directors is valid for a period of eighteen (18) months from the date of this meeting and terminates any previous delegation with the same purpose,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- decide on the amount of the capital increase, the issue price (it being specified that this will be determined in accordance with the conditions set out above) as well as the amount of the premium that may, if applicable, be requested upon issue;
- set the dates, conditions and terms of any issue, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued;
- set the date of any retroactive dividend entitlement for the shares or marketable securities giving access to the capital to be issued, and the method of payment;
- determine the list of beneficiaries within the aforementioned category of persons and the number of securities to be allocated to each of them;
- on its own initiative and when it deems appropriate, to allocate the costs, duties and fees incurred by the capital increases carried out pursuant to the delegation referred to in this resolution, to the amount of the premiums relating to these transactions and to deduct from the amount of these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;
- take any decision with a view to the admission of the securities and marketable securities thus issued to any market on which the Company's shares are admitted to trading,

**notes** that, in the event that the Board of Directors exercises the powers delegated to it in this resolution, it will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the authorisations granted in this resolution.

#### **Twenty-fourth resolution**

*Delegation of authority to the Board to increase the share capital by issuing ordinary shares or any marketable securities giving access to the share capital, with cancellation of the pre-emptive subscription rights of shareholders in favour of a category of persons meeting certain characteristics (investors with experience in the technology sector)*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L-225-129-4, L. 225-135, L-225-138 and L. 228-91 et seq. of the French Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors, with the power to delegate and sub-delegate under the conditions provided by law, its authority to decide, in the proportions and at the times it deems appropriate, one or more capital increases through the issue, in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or entitling the holders to the allocation of debt securities, and/or marketable securities (including, in particular, all debt securities) giving access to the Company's share capital, such marketable securities being issued in euros, in foreign currency or in any currency established by reference to several currencies at the Board's discretion, and which may be paid up in cash, including by set-off of receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with

the issue of such securities (in particular, share subscription warrants attached to bonds or issued to subscribers of such bonds) or allow for their issue as intermediate securities,

**resolves** to cancel the pre-emptive subscription right of shareholders to ordinary shares of the Company or other marketable securities to be issued to the following category of persons:

- any natural or legal persons (including all companies), trusts and investment funds, or other investment vehicles, regardless of their form (including, without limitation, any investment funds or venture capital companies, in particular any FPCI, FCPI or FIP), whether governed by French or foreign law, whether or not shareholders of the Company, investing on a regular basis, or having invested at least €2 million during the 36 months preceding the issue in question, in the technology sector,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed €873,251, or its equivalent in foreign currency, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to shares,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the issue price of the shares issued under this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices quoted for the shares over the 3 trading days preceding the date on which the issue price is set, less a discount of up to 20% where appropriate, taking into account any dividend entitlement date; it being specified that (i) in the event of the issue of marketable securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may, where applicable, be set, at the discretion of the Board or the Board of Directors, by reference to a calculation formula defined by the latter and applicable after the issue of the said marketable securities (for example when they are exercised, converted or exchanged), in which case the maximum discount referred to above may be assessed, if the Board considers it appropriate, on the date of application of the said formula (and not on the date on which issue price is set), and (ii) the issue price of the marketable securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the sum, if any, immediately received by the Company, plus any amount that may be received by it upon the exercise or conversion of such marketable securities, be, for each share issued as a result of the issuance of such marketable securities, at least equal to the minimum amount referred to above,

**specifies** that the delegation thus conferred on the Board of Directors is valid for a period of eighteen (18) months from the date of this meeting and terminates any previous delegation with the same purpose,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- decide on the amount of the capital increase, the issue price (it being specified that this will be determined in accordance with the conditions set out above) as well as the amount of the premium that may, if applicable, be requested upon issue;
- set the dates, conditions and terms of any issue, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued;
- set the date of any retroactive dividend entitlement for the shares or marketable securities giving access to the capital to be issued, and the method of payment;
- determine the list of beneficiaries within the aforementioned category of persons and the number of securities to be allocated to each of them;
- on its own initiative and when it deems appropriate, to allocate the costs, duties and fees incurred by the capital increases carried out pursuant to the delegation referred to in this resolution, to the amount of the premiums relating to these transactions and to deduct from the amount of these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;
- take any decision with a view to the admission of the securities and marketable securities thus issued to any market on which the Company's shares are admitted to trading,

**notes** that, in the event that the Board of Directors exercises the powers delegated to it in this resolution, it will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the authorisations granted in this resolution.

#### **Twenty-fifth resolution**

*Delegation of authority to the Board to increase the share capital by issuing ordinary shares or any marketable securities giving access to capital, with cancellation of shareholders' pre-emptive subscription rights in favour of a category of persons meeting specific characteristics (strategic, commercial or financial partners)*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L-225-129-4, L. 225-135, L-225-138 and L. 228-91 et seq. of the French Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors, with the power to delegate and sub-delegate under the conditions provided by law, its authority to decide, in the proportions and at the times it deems appropriate, one or more capital increases through the issue, in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or entitling the holders to the allocation of debt securities, and/or marketable securities (including, in particular, all debt securities) giving access to the Company's share capital, such marketable securities being issued in euros, in foreign currency or in any currency established by reference to several currencies at the Board's discretion, and which may be paid up in cash, including by set-off of receivables,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities (in particular, share subscription warrants attached to bonds or issued to subscribers of such bonds) or allow them to be issued as intermediate securities,

**resolves** to cancel the pre-emptive subscription right of shareholders to ordinary shares of the Company or other marketable securities to be issued to the following category of persons:

- strategic, commercial or financial partners of the Company, located in France or abroad, who have entered into or are about to enter into one or more commercial or financing partnership agreements (development, co-development, distribution, manufacturing, etc.) with the Company (or a subsidiary), either directly or through one or more entities controlled by such partners, which control these partners or are controlled by the same person(s) as these partners, directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed €873,251, or its equivalent in foreign currency, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to shares,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the issue price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the average of the volume-weighted average prices of the last three trading days preceding the setting of the issue price, less a maximum discount of 20%, taking into account, where applicable, their date of entitlement; it being specified that (i) in the event of the issue of marketable securities giving access to capital, the issue price of the shares that may result from their exercise, conversion or exchange may, where applicable, be set, at the discretion of the Board or the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of the said marketable securities (for example, upon their exercise, conversion or exchange), in which case the maximum discount referred to above may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of issue price of the marketable securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the sum, if any, immediately received by the Company, plus the amount that may be received by it upon the exercise or conversion of such marketable securities, shall be, for each share issued as a result of the issue of such marketable securities, at least equal to the minimum amount referred to above,

**specifies** that the delegation thus conferred on the Board of Directors is valid for a period of eighteen (18) months from the date of this meeting and terminates any previous delegation with the same purpose,

**resolves** that the Board of Directors will have full powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation in accordance with the law and the Articles of Association, and in particular to:

- decide on the amount of the capital increase, the issue price (it being specified that this will be determined in accordance with the conditions set out above) as well as the amount of the premium that may, if applicable, be requested upon issue;
- set the dates, conditions and terms of any issue, as well as the form and characteristics of the shares or marketable securities giving access to the capital to be issued;
- set the date of any retroactive dividend entitlement for the shares or marketable securities giving access to the capital to be issued, and the method of payment;
- determine the list of beneficiaries within the aforementioned category of persons and the number of securities to be allocated to each of them;
- on its own initiative and when it deems appropriate, to allocate the costs, duties and fees incurred by the capital increases carried out pursuant to the delegation referred to in this resolution, to the amount of the premiums relating to these transactions and to deduct from the amount of these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;
- take any decision with a view to the admission of the securities and marketable securities thus issued to any market on which the Company's shares are admitted to trading,

**notes** that, in the event that the Board of Directors exercises the powers delegated to it in this resolution, it will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the authorisations granted in this resolution.

#### **Twenty-sixth resolution**

*Delegation of authority to be granted to the Board of Directors to issue ordinary shares and marketable securities giving access to the Company's share capital in the event of a public offering involving an exchange component initiated by the Company*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with, in particular, the provisions of Articles L. 22-10-49, L. 22-10-54, L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code,

**delegates** to the Board of Directors its authority to decide, on one or more occasions, to issue ordinary shares of the Company and/or marketable securities giving access, by any means, immediately and/or in the future, to ordinary shares of the Company in remuneration for securities contributed to a public offer involving an exchange component initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on one of the markets referred to in the aforementioned Article L. 22-10-54, such shares conferring the same rights as the existing shares, subject to their date of entitlement,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities or allow for their issue as intermediate securities,

**resolves**, as necessary, to cancel, in favour of the holders of these securities, the pre-emptive subscription right of shareholders to these ordinary shares and marketable securities to be issued,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed €873,251, to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to the capital,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

**resolves** that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions provided for by law, to implement this delegation and, in particular, to:

- determine the list of marketable securities to be exchanged and the form and characteristics of the shares or marketable securities giving access to the capital to be issued, with or without a premium,
- set the terms and conditions of the issue, the exchange ratio and, where applicable, the amount of the cash payment to be made,
- determine the terms and conditions of the issue, in particular in the context of a public exchange offer, an alternative offer to purchase or exchange, as the main offer, accompanied by a public exchange or purchase offer as a secondary offer,
- record the number of securities contributed to the exchange,
- set the date of any retroactive dividend entitlement for the shares or marketable securities giving access to the capital to be issued, the method of payment and, where applicable, the terms for exercising exchange, conversion, repayment or allocation in any other manner of equity securities or marketable securities giving access to the capital,
- record on the liabilities side of the balance sheet under the “contribution premium” account, to which all shareholders' rights shall be allocated, the difference between the issue price of the new ordinary shares and their par value,

- make any adjustments required pursuant to legal or regulatory provisions and, where applicable, the applicable contractual provisions, to protect the rights of holders of marketable securities and other rights giving access to the Company's share capital and
- suspend, where applicable, the exercise of the rights attached to these marketable securities for a maximum period of three months,

**resolves** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge the costs, duties and fees incurred in connection with capital increases carried out pursuant to the delegation referred to in this resolution to the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- take any decision with a view to the admission of the shares and marketable securities issued in this way to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the completion of the resulting capital increase, and amend the Articles of Association accordingly;

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

#### **Twenty-seventh resolution**

*Delegation of powers to the Board of Directors to increase the share capital, within the limit of 20% of the share capital, to remunerate contributions in kind of equity securities or marketable securities giving access to the share capital of third-party companies outside a public exchange offer*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in

accordance with the provisions of Article L. 225-147 and Article L. 22-10-53 of the French Commercial

Code,

**delegates** to the Board of Directors its powers to decide, on based on the report of one or more contribution auditors, to issue, on one or more occasions, in the proportions and at the times it deems appropriate, ordinary shares of the Company or marketable securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, in remuneration for contributions in kind made to the Company and consisting of equity securities or marketable securities giving access to equity when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, said shares conferring the same rights as the existing shares, subject to their date of entitlement,

**resolves** that the marketable securities thus issued may consist of debt securities, be associated with the issue of such securities or allow for their issue as intermediate securities,

**resolves**, as needed, to cancel, in favour of the contributors of such securities or marketable securities, the pre-emptive subscription right of shareholders to such common shares and marketable securities to be issued,

**notes**, insofar as is necessary, that this delegation automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these marketable securities entitle them, in favour of the holders of the marketable securities thus issued, where applicable,

**resolves** that the total nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed the limit set by the legal and regulatory provisions applicable on the date of issue (i.e., currently 20% of the share capital), to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, contractual provisions, the rights of holders of marketable securities and other rights giving access to the share capital,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall limit provided for in the Twenty-eighth resolution below,

**resolves** to set the maximum nominal amount of debt securities that may be issued under this delegation at €100,000,000 (or the equivalent value of this amount in the event of an issue in another currency), on the understanding that:

- this amount will be increased, where applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Twenty-eighth resolution below,
- this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board Directors under the conditions set out Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions Article L. 228-36-A of the French Commercial Code,

**resolves** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

**resolves**, notwithstanding the foregoing, that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date of the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

**notes** that the Board of Directors has full powers, with the option to sub-delegate under the conditions provided for by law, to approve the valuation of the contributions, to decide on and record the completion of the capital increase remunerating the contribution transaction, to charge to the contribution premium, where applicable, all costs and fees incurred in connection with the capital increase, to deduct from the contribution premium, if it deems it necessary, the amounts required to allocate to the legal reserve, to make the corresponding amendments to the Articles of Association, to take any decision with a view to the admission of the securities and marketable securities thus issued to trading on the regulated market of Euronext Paris and, more generally, to do all that is necessary.

#### **Twenty-eighth resolution**

*Overall limitation on the amount of issues made pursuant to the Eighteenth Resolution, of the Nineteenth Resolution, the Twentieth Resolution, the Twenty-second Resolution, the Twenty-third Resolution, the Twenty-fourth Resolution, the Twenty-fifth Resolution, the Twenty-sixth Resolution, the Twenty-seventh Resolution above and the Thirty-fourth Resolution below*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

**resolves that:**

- the maximum aggregate nominal amount of capital increases that may be carried out pursuant to the delegations granted under the Eighteenth Resolution, the Nineteenth Resolution, the Twentieth Resolution, the Twenty-second Resolution, the Twenty-third Resolution, the Twenty-fourth Resolution, the Twenty-fifth resolution, the Twenty-sixth resolution and the Twenty-seventh resolution above and the Thirty-fourth resolution below is set at €4,366,257, it being specified that this limit shall be increased by the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, contractual provisions, the rights of holders of marketable securities and other rights giving access to shares,
- the maximum aggregate nominal amount of debt securities that may be issued pursuant to the delegations granted under the above resolutions is set at €100,000,000 (or the equivalent value on the date of issue of this amount in foreign currency or in a unit of account established by reference to several currencies).

### **Twenty-ninth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or other items*

The Annual General Meeting, voting in accordance with the quorum and majority requirements set out in Article L. 225-130 of the French Commercial Code,

having reviewed the report of the Board of Directors,

in accordance with, in particular, the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code,

**delegates** to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, its authority to decide on one or more capital increases by incorporating into the capital premiums, reserves, profits or other items whose capitalisation is permitted by law and the Articles of Association, in the form of the allocation of new bonus shares, by increasing the par value of existing shares or by using both of these methods, with the said shares conferring the same rights as the existing shares, subject to their date of entitlement,

**resolves** that the total nominal amount of the capital increases that may be carried out immediately and/or in the future may not exceed €500,000, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to shares, it being specified that this limit is set independently and separately from the limit referred to in the Twenty-eighth resolution above,

**resolves**, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, that in the event that the Board of Directors exercises this delegation, the fractional rights will not be negotiable and the corresponding securities will be sold, with the proceeds from the sale being allocated to the holders of the rights within the time limit provided for by the regulations,

**resolves** that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose.

### **Thirtieth resolution**

*Authorisation to be granted to the Board of Directors to grant options to subscribe for or purchase shares in the Company*

The Annual General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

**authorises** the Board of Directors, within the framework of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, during the periods authorised by law, on one or more occasions, to employees and/or corporate officers (or certain of them) of the Company and of companies and economic interest groups linked to the Company, under the conditions defined in Article L. 225-180-I of said code, options entitling the holders to subscribe for or purchase ordinary shares, it being specified that:

- the number of options granted under this authorisation may not entitle the holders to purchase or subscribe for more than 500,000 shares with a par value of €0.10 each, and
- this number shall be deducted from the overall limit provided for in the Thirty-third resolution below,

**specifies** that the Board of Directors shall, for as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris, in order to be able to grant options to subscribe for or purchase shares to the Company's executives referred to in the fourth paragraph of Article L. 225-185 of the French Commercial Code, comply with the provisions of Article L. 22-10-58 of the French Commercial Code,

**resolves** that this authorisation includes, in favour of the beneficiaries of the subscription options, the express waiver by the shareholders of their pre-emptive subscription rights to the shares that would be issued as and when the subscription options are exercised, and shall be implemented under the conditions and in accordance with the procedures provided for by law and regulations in force on the date of allocation of the purchase or subscription options, as applicable,

**resolves** that the purchase or subscription price per share shall be set by the Board of Directors on the date the option is granted within the limits provided for by law and this resolution, and may not be less than the average of the prices quoted on the twenty trading days preceding the date of the Board's decision to grant the options, rounded up to the nearest hundredth of a euro, or, in the case of purchase options, the average purchase price of the shares held by the Company, rounded up to the nearest hundredth of a euro,

**resolves** that the price set for the subscription or purchase of the shares to which the options give entitlement may not be changed during the term of the options, it being specified, however, that if the Company were to carry out one of the transactions referred to in Article L. 225-181 of the French Commercial Code, it shall take the necessary measures to protect the interests of the beneficiaries of options under the conditions provided for in Article L. 228-99 of the French Commercial Code,

**resolves** that, should it be necessary to make the adjustment provided for in Article L. 228-99-3 of the French Commercial Code, the adjustment shall be made using the method provided for in Article R. 228-91 of the French Commercial Code, it being specified that the value of the pre-emptive subscription right and the value of the share before the subscription right is detached would, if necessary, be determined by the Board based on the subscription, exchange or sale price per share used in the last transaction involving the Company's share capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the meeting of the said Board, or, if no such transaction has been carried out during that period, on the basis of any other financial parameter that the Board deems relevant (and which will be validated by the Company's Statutory Auditors),

**resolves** that in the event of the issue of new equity securities or new marketable securities giving access to the capital, as well as in the event of a merger or demerger of the Company, the Board may suspend, where applicable, the exercise of the options,

**sets** the term of validity of the options at ten (10) years from their grant, it being specified that this period may be reduced by the Board for beneficiaries resident in a given country to the extent necessary to comply with the law of that country,

**grants** full powers to the Board of Directors, within the limits set out above, to:

- determine the identity of the beneficiaries of the share purchase or subscription options and the number of options to be granted to each of them;
- set the purchase and/or subscription price of the shares to which the options give entitlement, within the limits of the above-mentioned texts, it being specified that the subscription price per share must be greater than the par value of the share;
- ensure that the number of share subscription options granted by the Board is set such

that the total number of share subscription options granted and not yet exercised cannot give the right to subscribe for a number of shares exceeding one-third of the share capital;

- determine the terms and conditions of the share subscription or purchase option plan and set the conditions under which the options will be granted, including, in particular, the schedule for exercising the options granted, which may vary depending on the holders, and the performance conditions for any options granted to the Company's executives; it being specified that these conditions may include clauses prohibiting the immediate resale of all or part of the shares issued upon exercise of the options, within the limits set by law;
- acquire shares in the Company, if necessary, to sell any shares to which the share purchase options give entitlement;
- carry out, either itself or through an agent, all acts and formalities to make definitive any capital increases that may be carried out pursuant to the authorisation granted by this delegation;
- allocate, if it deems necessary, the costs of capital increases to the amount of the premiums relating to such increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
- amend the Articles of Association accordingly and, generally, do whatever is necessary.

**resolves** that the Board of Directors shall inform the Annual General Meeting each year of the transactions carried out under this resolution,

**resolves** that this authorisation, granted for a period of thirty-eight (38) months from today's date, shall terminate any previous authorisation having the same purpose.

### **Thirty-first resolution**

*Authorisation to proceed with the free allocation of existing shares or shares to be issued*

The Annual General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report, in accordance

with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code,

**authorises** the Board of Directors to allocate, on one or more occasions, existing shares or shares to be issued by the Company, free of charge, to employees of the Company, or certain categories thereof, and/or its corporate officers who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code, as well as to employees of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the share capital or voting rights on the date of allocation of the shares concerned,

**specifies** that, as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris, the Board of Directors must, in order to be able to allocate free shares to corporate officers who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code, comply with the provisions of Article L. 225-197-6 of the French Commercial Code,

**resolves** to set at 500,000 shares with a par value of €0.10 each the total number of shares that may be allocated free of charge by the Board of Directors pursuant to this authorisation, it being specified that the total number of shares allocated free of charge (excluding shares that are not to be taken into account in accordance with applicable legal provisions) may not in any event exceed the percentage of the share capital on the date of the allocation in question, as set out in Article L. 225-197-1 of the French Commercial Code, and that this number will be deducted from the overall limit provided for in the Thirty-third resolution below,

**resolves** that the allocation of shares to their beneficiaries shall be definitive, subject to the fulfilment of any conditions or

criteria that may be set by the Board of Directors, at the end of a period of at least one (1) year (the “Vesting Period”) and that the beneficiaries of these shares shall, where applicable, retain them for a period determined by the Board (the “Retention Period”) which, when combined with the Vesting Period, may not be less than two (2) years,

**resolves**, by way of derogation from the foregoing, that the shares will be definitively allocated before the end of the Vesting Period in the event of the disability of the beneficiary corresponding to classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code,

**resolves** that the shares allocated will be freely transferable in the event of a request for allocation made by the heirs of a deceased beneficiary or in the event of the disability of the beneficiary corresponding to their classification in the aforementioned categories of the French Social Security Code,

**resolves** that the Vesting Period and the Retention Period shall be set by the Board of Directors within the limits specified above,

**notes** that, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, when the allocation relates to shares to be issued, this authorisation automatically entails, in favour of the beneficiaries of the bonus shares, the waiver by shareholders of their pre-emptive subscription rights to the new shares issued, the corresponding capital increase being definitively realised solely by virtue of the vesting of the shares to the beneficiaries,

**notes** that this decision entails, where necessary, the waiver by shareholders in favour of the beneficiaries of free shares of the portion of reserves, profits or premiums which, where applicable, will be used in the event of the issue of new shares at the end of the Vesting Period, for the implementation of which all powers are delegated to the Board of Directors,

**delegates** to the Board of Directors all powers to:

- acknowledge the existence of sufficient reserves and, upon each allocation, transfer to a restricted reserve account the sums necessary to pay up the new shares to be allocated,
- determine the identity of the beneficiaries of the allocations and the number of shares that may be allocated free of charge to each of them,
- set the conditions and, where applicable, the criteria for allocating these shares,
- determine the performance conditions attached to any bonus shares allocated to the Company's executive directors,

where applicable:

- decide, when the time comes, on the capital increase(s) corresponding to the issue of any new shares allocated free of charge,
- acquire any shares necessary for the delivery of any existing shares allocated free of charge,
- take all necessary measures to ensure compliance with the retention obligation required of beneficiaries,
- and, in general, do everything within the framework of the legislation in force that the implementation of this authorisation may require,

**specifies** that this authorisation renders any previous authorisation granted for the same purpose null and void,

**sets** the term of validity of this delegation at thirty-eight (38) months from this date.

### **Thirty-second resolution**

*Delegation of authority to be granted to the Board of Directors to issue and allocate share subscription warrants to categories of persons meeting specific criteria*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

**delegates** to the Board of Directors its authority to allocate a maximum of 500,000 ordinary share subscription warrants (the “BSA Warrants”), each entitling the holder to subscribe for one ordinary share of the Company with a par value of €0.10, it being specified that this number shall be deducted from the overall limit provided for in the Thirty-Third Resolution below.

**resolves** to cancel the pre-emptive subscription right of shareholders for these BSA Warrants, as the said BSA Warrants may only be allocated to the following category of beneficiaries: (i) members and non-voting members of the Company's Board of Directors in office on the date of allocation of the warrants who are not employees or officers of the Company or any of its subsidiaries, or (ii) persons bound by a service or consulting contract with the Company or one of its subsidiaries, or (iii) members of any committee established by the Board of Directors or which the Board of Directors may establish in the future who are not employees or officers of the Company or any of its subsidiaries (the “Beneficiaries”),

**resolves**, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the task of determining the list of Beneficiaries and the number of BSA Warrants assigned to each Beneficiary thus designated,

**authorises** the Board of Directors, within the limits set out above, to issue and assign BSA Warrants, in one or more tranches for each Beneficiary,

**resolves** to delegate to the Board of Directors the power to determine for each Beneficiary the terms and conditions for exercising the BSA Warrants and, in particular, the issue price of the BSA Warrants, the subscription price (including issue premium) of the share to which each BSA Warrant will entitle the holder (the “Exercise Price”) as determined by the Board of Directors under the conditions specified below, and the schedule for exercising the BSA Warrants, it being specified that these must be exercised no later than ten (10) years after their issue and that any BSA Warrants that have not been exercised at the end of this ten (10) year period shall automatically lapse,

**resolves** that the issue price of a BSA Warrant will be determined by the Board of Directors, with the assistance of an independent expert if necessary, on the date of issue of the BSA Warrant based on its characteristics,

**resolves** that as long as the Company's shares are admitted to trading on a regulated market or stock exchange or on the Euronext Growth market of Euronext in Paris, the exercise price, which will be determined by the Board of Directors at the time of allocation of the share subscription rights, must be at least equal to the volume-weighted average of the prices quoted on the twenty (20) trading days preceding the date of the Board of Directors' decision to allocate the BSA Warrants,

**resolves** that the ordinary shares thus subscribed must be fully paid up upon subscription, either in cash or by offsetting liquid and enforceable receivables,

**resolves** that the new shares delivered to the Beneficiary upon exercise of their stock options shall be subject to all statutory provisions and shall carry dividend rights from the first day of the financial year in which they are issued,

**resolves** that the stock options shall be transferable. They will be issued in registered form and will be recorded in an account,

**resolves** to issue 500,000 ordinary shares with a maximum par value of €0.10 each, to which the exercise of the issued share warrants will give entitlement, representing a capital increase of a maximum nominal amount of €50,000,

**specifies** that, pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails the waiver by the shareholders, in favour of the holders of the share warrants, of their pre-emptive subscription rights to the ordinary shares to which the share warrants give entitlement,

**recalls** that, pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the share subscription warrants with regard to the number of shares to be received upon exercise of the warrants will be reduced accordingly, as if the said holders had been shareholders from the date of issue of the BSA Warrants;
- in the event of a capital reduction motivated by losses through a reduction in the par value of the shares, the subscription price of the shares to which the stock warrants give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in par value;

further **resolves** that:

- in the event of a capital reduction not motivated by losses through a reduction in the par value of the shares, the subscription price of the shares to which the BSA Warrants entitle the holders shall be reduced accordingly;
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the holders of the BSA Warrants, if they exercise their BSA Warrants, may request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the repurchase by the Company of its own shares,

**resolves**, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorised, without being required to seek the authorisation of the holders of the BSA Warrants, to change its form and corporate purpose,

**resolves** that, pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company is authorised to amend the rules for distributing its profits, amortise its capital and create preference shares resulting in such an amendment or amortisation, subject to taking the necessary measures to maintain the rights of holders of marketable securities giving access to the capital under the conditions defined in Article L. 228-99 of the French Commercial Code,

**authorises** the Company to require the holders of BSA Warrants to redeem or reimburse their rights as provided for in Article L. 228-102 of the French Commercial Code,

**resolves** that, should it be necessary to make the adjustment provided for in Article L. 228-99-3 of the French Commercial Code, the adjustment shall be made using the method provided for in Article R. 228-91 of the French Commercial Code, it being specified that the value of the pre-emptive subscription right and the value of the share before the subscription right is detached would, if necessary, be determined by the Board of Directors based on the subscription, exchange or sale price per share used in the last transaction involving the Company's share capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the meeting of the said Board of Directors, or, in the absence of such a transaction during this period, based on any other financial parameter that the Board of Directors deems relevant (and which will be validated by the Company's Statutory Auditor),

**resolves** to grant full powers to the Board of Directors to implement this delegation, and in order to:

- issue and allocate the BSA Warrants and determine the subscription price, the conditions for exercise and the final terms and conditions of the BSA Warrants in accordance with the provisions of this resolution and within the limits set forth in this resolution;
- determine the identity of the Beneficiaries of the BSA Warrants and the number of BSA Warrants to be allocated to each of them;
- set the price of the share that may be subscribed in exercise of a BSA Warrant under the above conditions;

- to note the number of ordinary shares issued following the exercise of the BSAs, to carry out the formalities following the corresponding capital increases and make the corresponding amendments to the Articles of Association;
- to take all necessary measures to protect the holders of the BSA Warrants in the event of a financial transaction involving the Company, in accordance with the legal and regulatory provisions in force;
- in general, to take all measures and carry out all formalities necessary for this issue,

**resolves** that this delegation is granted for a period of eighteen months from this date and terminates any previous delegation having the same purpose.

### **Thirty-third resolution**

*Overall limits on the amount of emissions carried out under the Thirtieth resolution, the Thirty-first resolution and the Thirty-second resolution above*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' reports,

**resolves** that the sum of (i) the shares that may be issued or acquired upon exercise of the options granted pursuant to the Thirtieth resolution above, (ii) the shares that would be allocated free of charge pursuant to the Thirty-first resolution above, and (iii) the shares that may be issued upon exercise of the share subscription warrants that would be issued pursuant to the Thirty-second resolution above may not exceed 500,000 shares with a par value of €0.10 each, it being specified that (i) the additional amount of shares to be issued to preserve, in accordance with the applicable contractual provisions, the rights of holders of marketable securities and other rights giving access to shares and (ii) the portion allocated to executive directors may not exceed 25% of the total amount authorised by the Annual General Meeting to your Board of Directors under the terms of the above resolutions.

### **Thirty-fourth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing shares and marketable securities giving access to the Company's share capital for the benefit of employees participating in the group savings plan*

The General Meeting, acting under the quorum and majority conditions required for extraordinary general meetings,

having reviewed the report of the Board of Directors and the Statutory Auditors' report,

in accordance with, in particular, on the one hand, the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, and on the other hand, to those of Articles L. 3332-1 et seq. of the French Labour Code,

**delegates** to the Board of Directors all powers to decide on the issue, on one or more occasions, in the proportions and at the times it deems appropriate, of ordinary shares or marketable securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company reserved for members of a company savings plan of the Company and, where applicable, of French or foreign companies affiliated with it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (the "Verimatrix Group"),

**resolves** that the total nominal amount of capital increases that may be carried out pursuant to this resolution shall not exceed 3% of the share capital on the date of implementation of this resolution, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, contractual provisions, the rights of holders of marketable securities and other rights giving access to shares,

**resolves** that the nominal amount of any capital increase that may be carried out in this manner shall be deducted from the overall limit provided for in the Twenty-eighth resolution above,

**resolves** to set at 300,000 (or the equivalent of this amount in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation,

**resolves** that the nominal amount of any issue of marketable securities representing debt securities giving access to capital that may be carried out in this manner shall be deducted from the overall limit provided for in the Twenty-eighth resolution above,

**sets** at eighteen months from the date of this meeting the term of validity of the delegation referred to in this resolution, it being specified that this delegation terminates any previous delegation having the same purpose,

**resolves** that the issue price of the new shares or marketable securities giving access to the capital shall be determined by the Board of Directors under the conditions provided for in Articles L. 3332-18 to L. 3332-23 of the French Labour Code,

**resolves** to cancel, in favour of members of a company savings plan, the pre-emptive subscription right of shareholders to shares or marketable securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued,

**resolves** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate under the conditions provided for by law and under the conditions specified above, in order, in particular, to:

- decide that subscriptions may be made directly or through company mutual funds or other structures or entities permitted by applicable legal or regulatory provisions,
- set the dates, terms and conditions of the issues to be carried out pursuant to this resolution, and, in particular, to set the opening and closing dates for subscriptions, the dates on which the shares will become effective, the terms and conditions for paying up the shares and other marketable securities giving access to the Company's share capital, to grant extensions for the payment of the shares and, where applicable, other marketable securities giving access to the Company's share capital,
- apply for the admission to trading of the securities created, record the completion of the capital increases up to the amount of the shares that are actually subscribed and make the corresponding amendments to the Articles of Association, carry out, directly or through an agent, all operations and formalities related to the capital increases and,
- allocate, where applicable, the costs of capital increases to the amount of the premiums relating to such increases and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase.