

VERIMATRIX

Joint stock company with a share capital of €34,214,058.80
Headquarters: Impasse des Carrés de l'Arc, Rond-Point du Canet, 13590 Meyreuil
399 275 395 R.C.S. Aix-en-Provence

ANNUAL GENERAL MEETING OF SHAREHOLDERS ON JUNE 10, 2021

RESOLUTIONS

ORDINARY RESOLUTIONS

First resolution

Approval of the statutory financial statements for the year ended December 31, 2020

Second resolution

Approval of the consolidated financial statements for the year ended December 31, 2020

Third resolution

Allocation of earnings for the year ended December 31, 2020

Fourth resolution

Allocation of losses recorded in the "retained earnings" account to the "share premium" account

Fifth resolution

Examination of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code

Sixth resolution

Renewal of the mandate of Mr. Amedeo D'Angelo as director

Seventh resolution

Renewal of the mandate of Mr. Jean Schmitt as director

Eighth resolution

Appointment of a new director to replace Madam Muriel Barnéoud

Ninth resolution

Appointment of a new director to replace Madam Catherine Blanchet

Tenth resolution

Approval of the compensation for the year 2020 of Mr. Amedeo D'Angelo, chairman and chief executive officer

Eleventh resolution

Vote on the information relating to the 2020 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the Commercial Code

Twelfth resolution

Approval of the compensation policy for corporate officers for the 2021 fiscal year

Thirteenth resolution

Approval of Mr. Amedeo D'Angelo's compensation policy for the fiscal year 2021

EXTRAORDINARY RESOLUTIONS

Fourteenth resolution

Authorization to be given for the purchase by the Company of its own shares

Fifteenth resolution

Authorization to be given to the board of directors in order to reduce the share capital by canceling shares as part of the authorization for the Company to buy back its own shares

Sixteenth resolution

Delegation of authority to be granted to the board of directors in order to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital with maintenance of the preferential subscription right

Seventeenth resolution

Delegation of authority to be granted to the board of directors in order to increase the capital by issuing ordinary shares and / or all securities, with cancellation of the shareholders' preferential subscription rights by way of public offer and deadline for mandatory priority

Eighteenth resolution

Delegation of authority to be granted to the board of directors in order to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital without preferential subscription rights for the benefit of qualified investors or a restricted circle of investors referred to II of the article L. 411-2 of the French monetary and financial code

Nineteenth 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 share capital increase, with or without preferential subscription rights

Twentieth resolution

Authorization to be granted to the board of directors in the event of the issue of shares or of any security giving access to capital with removal of the preferential subscription right, to set the issue price at a maximum of 10% of the share capital and within the limits set by the general meeting

Twenty-first resolution

Delegation of authority to be granted in order to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital without preferential subscription rights for the benefit of categories of beneficiaries in the context of an equity line or bonds

Twenty-second resolution

Delegation of authority to be granted in order to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital without preferential subscription rights for the benefit of categories of persons responding to identified characteristics (investors with technology sector experience)

Twenty-third resolution

Delegation of authority to be granted in order to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital without preferential subscription rights for the benefit of categories of persons responding to specific characteristics (strategic, commercial or financial partners)

Twenty-fourth resolution

Delegation of authority to be granted to the board of directors to issue common shares or securities granting access to the share capital of the Company, in the event of a public offer including an exchange component initiated by the Company

Twenty-fifth resolution

Delegation of authority to be granted to the board of directors to increase the share capital, at a maximum of 10% of the share capital, in order to compensate contributions in kind of shares or securities granting access to the share capital of third-party companies, excluding a public exchange offer

Twenty-sixth resolution

Global limit on the amount of issues carried out under the Sixteenth resolution, the Seventeenth resolution, the Eighteenth resolution, the Nineteenth resolution, the Twenty-first resolution, the Twenty-second resolution, the Twenty-third resolution, the Twenty-fourth resolution, the Twenty-fifth resolution above and the Thirty-third resolution below

Twenty-seventh resolution

Delegation of authority to be granted to increase the capital by incorporation of premium, reserves, profits or other

Twenty-eighth resolution

Authorization to be given to the board of directors to grant free shares

Twenty-ninth resolution

Authorization to be given to grant subscription or purchase stock options

Thirtieth resolution

Delegation of authority to be granted to the board of directors for the purpose of issuing and allocating share warrants for the benefit of categories of persons meeting specific characteristics

Thirty first resolution

Overall limits on the number of issues carried out under the Twenty-eighth resolution, the Twenty-ninth resolution and the Thirtieth resolution above

Thirty second resolution

Amendment of article 19 of the articles of association "general meetings of shareholders"

Thirty third resolution

Delegation of authority to be granted to the board of directors in order to increase the share capital by issuing ordinary shares or securities giving access to the Company's share capital, without preferential subscription rights, for the benefit of employees who are members of the Company savings plan