

VERIMATRIX

Joint stock company with a share capital of €33,971,026.80
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 3, 2020

Results of voting on resolutions submitted to the shareholders

Number of shares comprising the share capital at June 3, 2020: 84 927 567

Number of shares entitled to vote: 84 851 601

Number of votes: 44 417 498

Quorum reached: 52,34% of the shares entitled to vote

	Pros		Cons		Abstention		Result
	Votes	%	Votes	%	Votes	%	
Ordinary resolutions							
First resolution Approval of the annual financial statements for 2019	43 655 139	98.28%	762 359	1.72%	0	0%	Adopted
Second resolution Approval of the consolidated financial statements for 2019	43 655 139	98.28%	762 359	1.72%	0	0%	Adopted
Third resolution Allocation of earnings for the year ended December 31, 2019	44 416 842	99.999%	656	0.001%	0	0%	Adopted
Fourth resolution Approval of the regulated agreements referred to in articles L. 225-86 et seq of the French commercial code	36 927 611	87.44%	5 304 796	12.56%	2 185 091	0.001%	Adopted
Fifth resolution Ratification of the transfer of the registered office decided by the board of directors on July 26, 2019	44 416 842	99.999%	656	0.001%	0	0%	Adopted
Sixth resolution Approval of the compensation for the year 2019 to the benefit of Mr. Amedeo d'Angelo, chairman and chief executive officer	40 066 538	90.20%	4 350 960	9.80%	0	0%	Adopted

	Pros		Cons		Abstention		Result
	Votes	%	Votes	%	Votes	%	
Seventh resolution Vote on the information relating to the 2019 compensation of corporate officers (excluding executive corporate officers) mentioned in the article L. 225-37-3, I of the commercial code	42 544 176	97.45%	1 111 619	2.55%	761 703	0%	Adopted
Eighth resolution Approval of the compensation policy for corporate officers for the 2020 financial year	41 470 048	94.99%	2 185 747	5.01%	761 703	0%	Adopted
Ninth resolution Approval of Mr. Amedeo D'Angelo's compensation policy for fiscal year 2020	39 766 837	89.53%	4 650 661	10.47%	0	0%	Adopted
Tenth resolution Authorization to be given for the purchase by the Company of its own shares	43 535 029	98.01%	882 469	1.99%	0	0%	Adopted
Extraordinary resolutions							
Eleventh 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	18 348 749	41.31%	26 068 749	58.69%	0	0%	Rejected
Twelfth 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	44 416 842	99.999%	656	0.001%	0	0%	Adopted
Thirteenth 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	40 107 564	90.30%	4 309 934	9.70%	0	0%	Adopted

	Pros		Cons		Abstention		Result
	Votes	%	Votes	%	Votes	%	
Fourteenth 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	40 765 699	91.78%	3 651 799	8.22%	0	0%	Adopted
Fifteenth 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	38 568 674	86.83%	5 848 824	13.17%	0	0%	Adopted
Sixteenth 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	36 923 111	83.13%	7 494 387	16.87%	0	0%	Adopted
Seventeenth 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	36 861 069	82.99%	7 556 429	17.01%	0	0%	Adopted
Eighteenth 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	39 084 824	87.99%	5 332 674	12.01%	0	0%	Adopted

	Pros		Cons		Abstention		Result
	Votes	%	Votes	%	Votes	%	
Nineteenth 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	40 609 404	91.43%	3 808 094	8.57%	0	0%	Adopted
Twentieth resolution Overall limits on the amount of the issues completed pursuant to the above-mentioned delegations	44 416 842	99.999%	656	0.001%	0	0%	Adopted
Twenty-first resolution Delegation of authority to be granted to increase the capital by incorporation of premium, reserves, profits or other	40 512 212	91.21%	3 905 286	8.79%	0	0%	Adopted
Twenty-second resolution Modification of the 12 th article of the articles of association "meeting of the board of directors" in order to provide the faculty for the board of directors to take certain decisions by written consultation	44 412 842	99.99%	4 656	0.01%	0	0%	Adopted
Twenty-third resolution Modification of the 19 th article of the articles of association "general meetings of shareholders" in order to update the legal provisions concerning the procedures for determining the majority required for the adoption of resolutions by general meetings of shareholders	44 416 842	99.999%	656	0.001%	0	0%	Adopted
Twenty-fourth 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	14 117 136	31.78%	30 300 362	68.22%	0	0%	Rejected