

## *Disclaimer*

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# **Sopra Steria Group**

A French Société Anonyme (limited company)  
with share capital of €20,547,701

Registered Office: PAE Les Glaisins, Annecy-le-Vieux,  
FR-74940 ANNECY

Head office: 6 avenue Kleber FR-75116 Paris  
326 820 065 RCS Annecy -  
FR0000050809 Code ISIN

## **MINUTES OF THE COMBINED GENERAL MEETING OF 9 JUNE 2020**

On 22 April 2020, Sopra Steria shareholders were informed, via a notice of meeting published in the Bulletin des Annonces Légales Obligatoires (BALO, the French journal of official legal announcements) No. 49, that the Combined General Meeting of Sopra Steria Group would be held on Tuesday, 9 June 2020, at 2:30 p.m. at Pavillon Dauphine, Place du Maréchal-de-Lattre-de-Tassigny, 75116 Paris (France).

As the venue chosen for the Combined General Meeting was affected by a French administrative measure limiting or prohibiting large gatherings for health reasons, pursuant to Article 1 of French Decree No. 2020-423 dated 14 April 2020 amending Decree No. 2020-293 dated 23 March 2020 setting out the general measures necessary to combat the COVID-19 epidemic as part of the health-related state of emergency, the Board of Directors of Sopra Steria Group decided that the Combined General Meeting scheduled for 9 June 2020 at 2:30 p.m. would be held in closed session on an exceptional basis, without any shareholders or other persons with the right to attend being physically present, pursuant to Article 4 of Order No. 2020-321 dated 25 March 2020 adjusting the rules regarding the meeting and decisions of Meetings and governing bodies of legal entities, as well as Decree No. 2020-418 dated 10 April 2020.

The convening notice was published in BALO No. 61 on 20 May 2020.

On 9 June 2020, at 2:30 p.m., the Combined General Meeting of Sopra Steria was held in closed session at 6 Avenue Kléber, 75116 Paris (France), duly convened by the Board of Directors.

The officers of the Meeting were appointed by the Board of Directors at its meeting of 23 April 2020. The Meeting was chaired by Pierre Pasquier in his capacity as Chairman of the Board of Directors.

Pierre Pasquier was also appointed as a scrutineer, as was Christophe Bastelica, Secretary of the Board of Directors, who was also chosen as the Meeting's secretary.

The attendance sheet, certified as accurate and genuine by the officers of the Meeting thus constituted, supports the observation that the shareholders who were physically present or represented at the Meeting or who voted by mail, held 15,542,851 shares to which were attached 20,971,660 voting rights, out of a total of 20,531,993 shares carrying voting rights.

As the quorum was reached, since more than one-quarter of the total voting shares were represented, the Meeting was deemed to be validly constituted and thus able to discuss and decide upon all items on its agenda.

The Chairman submitted the following documents to the officers of the Meeting, making them available to shareholders:

- the latest version of the Company's Articles of Association,
- the attendance sheet for the Meeting,
- proxy forms for shareholders represented by proxy as well as all mail-in ballots received,
- a copy of the convening letter,
- a copy of the legal gazette containing the convening notice,
- a copy of the convening notice, as published in the Bulletin d'annonces légales obligatoires (BALO), on 22 April 2020,
- a copy of the meetings notice, as published in the Bulletin d'annonces légales obligatoires (BALO), on 20 May 2020,
- the individual company and consolidated financial statements for the year ended 31 December 2019, together with the other documents required by law,
- the five-year financial summary,
- the reports of the Board of Directors submitted to the General Meeting,
- the proposed amendments to the Articles of Association;
- the proposed resolutions submitted to the Meeting.

Next, the Chairman informed the Meeting that the individual company and consolidated financial statements, the reports of the Board of Directors and of the Chairman, the reports of the Statutory Auditors, the list of shareholders, the proposed resolutions submitted to the Meeting as well as all other documents and information required by law and the Articles of Association were made available to shareholders at the Company's registered office as from the date of publication of the convening notice for the Meeting.

The Chairman informs the Meeting that the Company has not received any written request to add items to the agenda for the Meeting or table additional draft resolutions. In addition, no written questions have been received for discussion.

The Chairman then reminded shareholders that the General Meeting had been called for them to decide on the following agenda:

### **Requiring the approval of the Ordinary General Meeting:**

1. Approval of the parent company financial statements for the financial year ended 31 December 2019; approval of non-deductible expenses.
2. Approval of the consolidated financial statements for the financial year ended 31 December 2019.
3. Appropriation of 2019 earnings.
4. Approval of disclosures as presented in the Report on corporate governance pursuant to Article L. 225-100 II of the French Commercial Code.
5. Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Pierre Pasquier, Chairman, in respect of the year ended 31 December 2019.
6. Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Vincent Paris, Chief Executive Officer, in respect of the year ended 31 December 2019.
7. Approval of the compensation policy for the Chairman, as presented in the Report on corporate governance pursuant to Article L. 225-37-2 of the French Commercial Code.
8. Approval of the compensation policy for the Chief Executive Officer, as presented in the Report on corporate governance pursuant to Article L. 225-37-2 of the French Commercial Code.
9. Approval of the compensation policy for the directors, as presented in the Report on corporate governance pursuant to Article L. 225-37-2 of the French Commercial Code.
10. Decision setting the total amount of compensation for the directors' activities referred to in Article L. 225-45 of the French Commercial Code at €500,000.
11. Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code.

### **Requiring the approval of the Extraordinary General Meeting:**

12. Authorisation given to the Board of Directors, for a period of 26 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly.
13. Delegation of authority to the Board of Directors to decide, for a period of 26 months, to increase the Company's share capital, with pre-emptive rights for existing shareholders, by issuing ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, subject to an upper limit of 50% of the Company's share capital.
14. Delegation of authority to the Board of Directors to decide, for a period of 26 months, to increase the Company's share capital, with the disapplication of shareholders' pre-emptive rights for existing shareholders, by issuing ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the

Company's debt securities, through public offerings (excluding offerings pursuant to para. 1 of Article L. 411-2 of the French Monetary and Financial Code), subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority right is granted.

15. Delegation of authority to the Board of Directors to decide, for a period of 26 months, to increase the Company's share capital, with the disapplication of pre-emptive rights for existing shareholders, by issuing ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, by means of a private placement as provided for in para. 1 of Article L. 411-2 of the French Monetary and Financial Code subject to an upper limit of 10% of the Company's share capital.
16. Delegation of authority to the Board of Directors, for a period of 26 months, to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, subject to an upper limit of 10% of the Company's share capital in connection with a capital increase with the disapplication of shareholders' pre-emptive rights.
17. Delegation of authority to the Board of Directors to decide, for a period of 26 months, with or without pre-emptive rights for existing shareholders, to increase the number of ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities to be issued, subject to an upper limit of 15% of the size of the initial issue.
18. Delegation of authority to the Board of Directors for a period of 26 months to issue ordinary shares and/or negotiable securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, with the disapplication of shareholders' pre-emptive rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital.
19. Delegation of authority to the Board of Directors for a period of 26 months to issue ordinary shares and/or negotiable securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, with the disapplication of shareholders' pre-emptive rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital.
20. Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or other items eligible for capitalisation.
21. Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrolment in a company savings plan, up to a maximum of 3% of the share capital.
22. Amendment of Article 14 of the Articles of Association.
23. Adjustments to bring the Articles of Association into line with the new statutory requirements.

### **Requiring the approval of the Ordinary General Meeting:**

24. Renewal of the term of office of Sylvie Rémond as Director for a period of three years.
25. Renewal of the term of office of Jessica Scale as Director for a period of three years.

26. Appointment of Noëlle Lenoir as a new Director for a term of office of two years.
27. Appointment of André Einaudi as a new Director for a term of office of two years.
28. Powers granted to carry out all legal formalities.

The reports of the Board of Directors and the reports of the Statutory Auditors are then read out.

We hereby inform you that the resolutions submitted for the approval of the Extraordinary General Meeting require a quorum representing at least one quarter of the total voting shares and a majority of two thirds of the votes submitted by the shareholders present or represented by proxy holders. Those submitted for the approval of the Ordinary General Meeting require a quorum of at least one fifth of the total voting shares and a majority of the votes submitted by the shareholders present or represented by proxy holders. However, as an exception to the preceding, Resolution 20, even though it is submitted for the approval of the Extraordinary General Meeting, shall require a quorum of at least one fifth of the total voting shares and a majority of the votes cast by the shareholders present or represented by proxy holders.

Then comes the reading of the shareholders' voting results for each of the resolutions:

## **Requiring the approval of the Ordinary General Meeting**

### **Resolution 1**

***(Approval of the individual financial statements for the financial year ended 31 December 2019; approval of non-deductible expenses)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the reports of the Board of Directors, including the report on Group management and the Statutory Auditors' reports, approve the parent company financial statements for the year ended 31 December 2019 as they were presented, which show a profit of €147,078,107.28.

The shareholders at the General Meeting also approve the transactions reflected in these financial statements and/or summarised in the aforementioned reports.

The shareholders at the General Meeting also approve the amount of expenses not deductible for income tax purposes, as defined in article 39-4 of the French General Tax Code, which amounted to €629,617.99, and the corresponding tax expense of €209,873.

**This resolution was adopted by votes FOR, 20,891,078 votes 39,896 AGAINST and 40,686 ABSTENTIONS.**

### **Resolution 2**

***(Approval of the consolidated financial statements for the financial year ended 31 December 2019)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the reports of the Board of Directors, including the report on Group management and the Statutory Auditors' reports, approve the consolidated financial statements for the year ended 31 December 2019, which show a consolidated net profit (attributable to the Group) of €160,344,303, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

**This resolution was adopted by votes FOR, 20,891,098 votes 39,896 AGAINST and 40,666 ABSTENTIONS.**

### Resolution 3

#### ***(Appropriation of earnings for the year ended 31 December 2019)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the reports of the Board of Directors, including the report on Group management and the Statutory Auditors' reports, note that the income available for distribution, determined as follows, stands at:

Profit for the period	€147,078,107.28
Transfer to the legal reserve	€0
Prior unappropriated retained earnings	€60,726.25
Distributable profit	€147,138,833.53

and resolve, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €160,344,303, to appropriate this profit as follows:

Dividend	€0
Discretionary reserves	€0
Retained earnings	€147,138,833.53
<b>TOTAL</b>	<b>€147,138,833.53</b>

Since the legal reserve already stands at 10% of the share capital, no allocation to it is proposed. The following amounts were distributed as dividends in respect of the previous three financial years:

	2016	2017	2018
Dividend per share	€2.20	€2.40	€1.85
Number of shares	20,517,903	20,516,807	20,514,876
Dividends*	€45,139,386.60	€49,240,336.80	€37,952,520.60

\* *The dividend payment entitles individual shareholders resident in France for tax purposes to a 40% deduction on the gross amount of the dividend for the calculation of income tax (article 158-3-2° of the French General Tax Code).*

**This resolution was adopted by votes FOR, 20,968,439 votes 2,836 AGAINST and 385 ABSTENTIONS.**

### Resolution 4

#### ***(Approval of disclosures as presented in the Report on corporate governance pursuant to Article L. 225-100 II of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having been consulted in accordance with Article L. 225-100 II of the French Commercial Code, and after having reviewed the Report on corporate governance prepared by the Board of Directors, approve the disclosures stated in Article L. 225-37-3 I of the French Commercial Code and as presented in the report on corporate governance.

**This resolution was adopted by votes FOR, 20,689,357 votes 281,743 AGAINST and 560 ABSTENTIONS.**

### Resolution 5

***(Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2019 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, in accordance with Article L. 225-100 III of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having been consulted in accordance with Article L. 225-100 III of the French Commercial Code, and after having reviewed the Report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2019 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, and as presented in the report on corporate governance.

**This resolution was adopted by votes FOR, 20,726,378 votes 244,677 AGAINST and 605 ABSTENTIONS.**

#### **Resolution 6**

***(Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial year ended 31 December 2019 or allotted in respect of that period to Vincent Paris, Chief Executive Officer, in accordance with Article L. 225-100 III of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having been consulted in accordance with Article L. 225-100 III of the French Commercial Code, and after having reviewed the Report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2019 or allotted in respect of that period to Vincent Paris in his capacity as Chief Executive Officer and as presented in the report on corporate governance.

**This resolution was adopted by votes FOR, 20,462,371 votes 508,684 AGAINST and 605 ABSTENTIONS.**

#### **Resolution 7**

***(Approval of the compensation policy for the Chairman of the Board of Directors, as presented in the Report on corporate governance pursuant to Article L. 225-37-2 and Article R. 225-29-1 of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having been consulted in accordance with Article L. 225-37-2 II and R. 225-29-1 of the French Commercial Code, and after having reviewed the Report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chairman of the Board of Directors, for his term of office and as presented in the report on corporate governance.

**This resolution was adopted by votes FOR, 20,874,977 votes 96,078 AGAINST and 605 ABSTENTIONS.**

#### **Resolution 8**

***(Approval of the compensation policy for the Chief Executive Officer, as presented in the Report on corporate governance pursuant to Article L.225-37-2 and Article R. 225-29-1 of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having been consulted in accordance with Article L. 225-37-2 II and R. 225-29-1 of the French Commercial Code, and after having reviewed the Report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chief Executive Officer, for his term of office and as presented in the report on corporate governance.

**This resolution was adopted by votes FOR, 20,283,916 votes 653,759 AGAINST and 33,985 ABSTENTIONS.**

#### **Resolution 9**

***(Approval of the compensation policy for directors in accordance with Article L.225-37-2 and Article R. 225-29-1 of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having been consulted in accordance with Article L. 225-37-2 II and R. 225-29-1 of the French Commercial Code, and after having reviewed the Report on corporate governance prepared by the Board of Directors, approve the compensation policy for directors for their term of office as presented in the report on corporate governance.

**This resolution was adopted by votes FOR, 20,969,581 votes 1,474 AGAINST and 605 ABSTENTIONS.**

#### **Resolution 10**

***(Decision setting the total amount of compensation for the directors' activities referred to in Article L. 225-45 of the French Commercial Code at €500,000)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, pursuant to Article L. 225-45 of the French Commercial Code, to set the aggregate compensation paid to the members of the Board of Directors for their service, to be allocated by the Board, at €500,000 in respect of the current year.

**This resolution was adopted by votes FOR, 20,618,530 votes 332,946 AGAINST and 20,184 ABSTENTIONS.**

#### **Resolution 11**

***(Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225,209 of the French Commercial Code)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Report of the Board of Directors, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, EU regulations on market abuse, and Title IV, Book II of the General Regulation of the Autorité des Marchés Financiers (AMF) as well as its implementing instructions:

- authorise the Board of Directors, with the ability to sub-delegate this power as provided by law and by the Company's Articles of Association, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions and as and when it sees fit, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
- resolve that shares may be bought back for the following purposes:
  - to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice,
  - to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase plans and/or free share plans (or equivalent plans) as well as any allotments of shares under a company or Group savings plan (or equivalent plan) in connection with a profit-sharing mechanism, and/or all other forms of share allotment to the Group's employees and/or company officers,
  - to retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital,



- to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities,
- to retire shares bought back by reducing the share capital, pursuant to Resolution 12, subject to its adoption at this General Meeting,
- to implement any market practice that may come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force;
- resolve that the maximum price per share paid for shares bought back be set at €250, it being specified that in the event of any transactions in the share capital, including in particular capitalisation of reserves, free share awards and/or stock splits or reverse stock splits, this price will be adjusted proportionately;
- resolve that the funds set aside for share buy-backs may not exceed, for guidance purpose and based on the share capital at 31 December 2019, €513,692,500, corresponding to 2,054,770 ordinary shares, with this maximum amount potentially being adjusted to take into account the amount of the share capital on the day of the General Meeting or subsequent transactions;
- decide that shares may be bought back by any means, through on- or off-market transactions, including block purchases or through the use of derivatives, at any time, subject to compliance with the regulations in force; it being stipulated that unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to implement this authorisation, to determine the terms and conditions of share buybacks, to make the necessary adjustments, to place any stock market orders, to enter into any and all agreements, to carry out all formalities and file all declarations with the AMF, and generally to take any and all other actions required;
- resolve that this delegation of authority to the Board of Directors is to be valid for a period of 18 months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by votes FOR, 20,750,967 votes 200,782 AGAINST and 19,911 ABSTENTIONS.**

## **Requiring the approval of the Extraordinary General Meeting**

### **Resolution 12**

*(Authorisation given to the Board of Directors, for a period of 26 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to retire, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, on one or several occasions, at its sole discretion, all or a portion of the treasury shares held by the Company bought back under any authorisation conferred to the Board of Directors by said Article, up to a limit of 10% of the share capital assessed at the date of the retirement of shares over each 24-month period;
- decide to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;

- confer all powers upon the Board of Directors in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
- resolve that this authorisation is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by votes FOR, 20,694,706 votes 276,254 AGAINST and 700 ABSTENTIONS.**

### Resolution 13

*(Delegation of authority to the Board of Directors to decide, for a period of 26 months, to increase the Company's share capital, with pre-emptive rights for existing shareholders, by issuing ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, subject to an upper limit of 50% of the Company's share capital)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 228-91 and L. 228-92:

- delegate powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to decide to issue, on one or more occasions, in the amounts and at the times it sees fit, with or without pre-emptive rights for shareholders, in or outside France, in euros (i) the Company's ordinary shares, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or carrying entitlement to the Company's debt securities, or (iii) debt securities giving immediate or future access to the Company's equity securities yet to be issued, without consideration or in return for payment, it being stipulated that these securities may also be denominated in foreign currencies or units of account set by reference to several currencies and may be paid-up upon their subscription in cash, including by offsetting liquid receivables due for payment;
- decide that the total nominal amount of any such capital increases (primary and secondary shares) to be carried out either immediately and/or in the future may not exceed 50% of the nominal share capital (or the equivalent amount in a foreign currency or in a unit of account set by reference to several currencies), it being understood that (i) any capital increases carried out pursuant to the authorisations in this resolution and in Resolutions 14, 15, 17, 18, and 19 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit and (ii) where applicable, an additional number of shares may be added to this limit to account for the additional number of shares to be issued to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law (hereinafter referred to as "Limit A1");
- resolve, in addition, that the amount of any debt securities (primary and secondary instruments) to be issued either immediately and/or in the future pursuant to this delegation of powers may not exceed €2 billion (or the equivalent amount in a foreign currency or in a unit of account set by reference to several currencies), it being understood that (i) any issues of debt securities carried out pursuant to the authorisations in this resolution and in Resolutions 14, 15, 16, 17, 18 and 19 set forth below, subject to their adoption at this General Meeting, will count against this aggregate limit; (ii) the amount of any redemption premium above par will be added to this; and (iii) this amount is independent and separate from the amount of debt securities that the Board of Directors may decide to issue or to authorise in accordance with the provisions of Articles L. 228-36-A, L. 228-40 and L. 228-92 paragraph 3 of the French Commercial Code (hereinafter, "Limit TC");
- formally notes that existing shareholders have pre-emptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares;
- formally note that in the event of excess subscription demand, the Board of Directors may make use of Resolution 17 for the purpose of increasing the number of securities to be issued, subject to adoption of said resolution by the General Meeting;
- decide that, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, the Board of Directors may establish a subscription right for new shares as of right and excess new shares, where,

in this case, a capital increase as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of one or other of the following powers, in whatever order it sees fit:

- cap the capital increase at the amount of the subscriptions received as provided for in Article L. 225-134 I para. 1 of the French Commercial Code,
- the power to freely distribute some or all of any unsubscribed shares among the shareholders,
- the power to offer some or all of any unsubscribed shares to the public;
- formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this delegation of powers;
- grant full powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as the procedures of their issue, in accordance with applicable legal and regulatory limits,
  - complete the envisaged issues and defer them, where appropriate,
  - determine and make any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - set off expenses incurred in connection with capital increases and the admission of the Company's shares to trading on a regulated market against the premiums pertaining to those capital increases and listings and deduct from that total the amount required to bring the legal reserve up to one tenth of the new share capital after each issue,
  - formally note the completion of the capital increase(s) and amend the Articles of Association accordingly and, more generally, make all appropriate arrangements, enter into any agreement, request any authorisations, complete any formalities required for the issue, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and take whatever action is required to complete the envisaged issues;
- decide that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not (and if applicable, their subordination level), and to set their interest rate, the obligatory or optional cases of suspension or non-payment of interest, their issue currency, duration (determined or not), fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to ordinary shares in the Company;
- decide that this delegation of authority to the Board of Directors shall be valid for a period of 26 months with effect from the date of this General Meeting; unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 20,750,976 votes 219,984 AGAINST and 700 ABSTENTIONS.**

#### Resolution 14

*(Delegation of authority to the Board of Directors to decide, for a period of 26 months, to increase the Company's share capital, with the disapplication of shareholders' pre-emptive rights for existing shareholders, by issuing ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, through public offerings (excluding offerings pursuant to para. 1 of Article L. 411-2 of the French Monetary and Financial Code), subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority right is granted)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary

General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and pursuant to the provisions of the French Commercial Code, in particular Articles R. 225-119, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92:

- delegate powers to the Board of Directors, with the ability to sub-delegate these powers as provided by law and by the Company's Articles of Association, to decide to issue, on one or more occasions, in the amounts and at the times it sees fit, with the disapplication of pre-emptive rights for shareholders, in or outside France, in euros, through a public offering of (i) the Company's ordinary shares, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or carrying entitlement to the Company's debt securities, or (iii) debt securities giving immediate or future access to the Company's equity securities yet to be issued, it being stipulated that these securities may also be denominated in foreign currencies or units of account set by reference to several currencies and may be fully paid in cash upon their subscription, including by offsetting liquid receivables due for payment;
- decide to disapply the pre-emptive right of existing shareholders to subscribe for ordinary shares or securities to be issued by means of a public offering under the terms of this delegation of powers and, in addition, delegate powers under Article L. 225-135 of the French Commercial Code, to the Board of Directors to grant existing shareholders priority rights to subscribe for some or all of the issues by way of right and/or for excess new shares within a period and under arrangements and conditions that it shall determine, it being stated that this priority shall not give rise to issues of negotiable rights;
- resolve that the total amount of capital increases to be carried out either immediately and/or in the future pursuant to this delegation of powers may not exceed 20% of the share capital (or the equivalent amount in a foreign currency or in a unit of account set by reference to several currencies), it being understood that (i) where there is no priority right, the corresponding capital increase will be capped at 10% of the share capital; (ii) this cap of 10% of the share capital is an aggregate limit applicable to the delegations of powers referred to in this resolution and in Resolutions 15, 16, 17, 18 and 19 set forth below, subject to their adoption by this General Meeting; (iii) this amount will count against Limit A1 defined in Resolution 13 set forth above; and (iv) to this amount will be added the amount corresponding to the number of shares, if any, to be issued to protect, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to the Company's share capital (hereinafter, "Limit A2");
- resolve, in addition, that the amount of the debt securities to be issued pursuant to this delegation of powers will count against Limit TC defined in Resolution 13 set forth above;
- resolve that the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates, it being specified that the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price of the shares defined above;
- formally note that in the event of excess subscription demand, the Board of Directors may make use of Resolution 17 for the purpose of increasing the number of securities to be issued with the disapplication of shareholders' pre-emptive rights, subject to adoption of said resolution by the General Meeting;
- acknowledge that the Board of Directors shall be required to prepare an additional report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- decide that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options:
  - cap the capital increase at the amount of the subscriptions received as provided for in Article L. 225-134 I para. 1 of the French Commercial Code,
  - the power to freely distribute some or all of any unsubscribed shares,
  - the power to offer some or all of any unsubscribed shares to the public;
- formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
- grant full powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as the procedures of their issue, in accordance with applicable legal and regulatory limits,

- complete the envisaged issues and defer them, where appropriate,
  - determine and make any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - set off expenses incurred in connection with capital increases and the admission of the Company's shares to trading on a regulated market against the premiums pertaining to those capital increases and listings and deduct from that total the amount required to bring the legal reserve up to one tenth of the new share capital after each issue,
  - formally note the completion of the capital increase(s) and amend the Articles of Association accordingly and, more generally, make all appropriate arrangements, enter into any agreement, request any authorisations, complete any formalities facilitating the issue, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and take whatever action is required to complete the envisaged issues;
- decide that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not (and if applicable, their subordination level), and to set their interest rate, the obligatory or optional cases of suspension or non-payment of interest, their issue currency, duration (determined or not), fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to ordinary shares in the Company;
  - decide that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting; unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
  - acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 19,955,736 votes 1,015,169 AGAINST and 755 ABSTENTIONS.**

#### **Resolution 15**

*(Delegation of authority to the Board of Directors to decide, for a period of 26 months, to increase the Company's share capital, with the disapplication of pre-emptive rights for existing shareholders, by issuing ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, by means of a private placement as provided for in para. 1 of Article L. 411-2 of the French Monetary and Financial Code subject to an upper limit of 10% of the Company's share capital)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and pursuant to the provisions of the French Commercial Code and in particular Articles L. 225-129, L. 225-129-2, L. 225-135 and L. 225-136, L. 228-91 and L. 228-92 and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

- delegate powers to the Board of Directors, with the ability to sub-delegate these powers as provided by law and by the Company's Articles of Association, to decide to issue, on one or more occasions, in the amounts and at the times it sees fit, with the disapplication of pre-emptive rights for shareholders, in or outside France, in euros, through a public offering as defined in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (i) shares in the Company, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or carrying entitlement to the Company's debt securities, or (iii) debt securities giving immediate or future access to the Company's equity securities yet to be issued, it being stipulated that these securities may also be denominated in foreign currencies or units of account set by reference to several currencies and may be fully paid in cash upon their subscription, including by offsetting liquid receivables due for payment;
- decide to disapply shareholders' pre-emptive right to subscribe for shares or securities to be issued by means of a public offering as provided for under the terms of this delegation of powers and to reserve subscription



for the categories of persons laid down in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, notably including qualified investors or a restricted group of investors;

- resolve that the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates, it being specified that the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price of the shares defined above;
- formally note that in the event of excess subscription demand, the Board of Directors may make use of Resolution 17 for the purpose of increasing the number of securities to be issued with the disapplication of shareholders' pre-emptive rights, subject to adoption of said resolution by the General Meeting;
- acknowledge that the Board of Directors shall be required to prepare an additional report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- decide that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options:
  - cap the capital increase at the amount of the subscriptions received as provided for in Article L. 225-134 I para. 1 of the French Commercial Code,
  - the power to freely distribute some or all of any unsubscribed shares;
- decides that any capital increases carried out under this delegation of powers shall not exceed 10% of the Company's total share capital in any one year (said share capital is assessed at the date of use of this delegation of powers by the Board of Directors) and that, in any event, the overall amount of such capital increases, plus any issues of debt securities, shall remain within Limit TC and Limit A2 as those terms are defined in Resolutions 13 and 14 hereinabove;
- formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
- grant full powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as the procedures of their issue, in accordance with applicable legal and regulatory limits,
  - complete the envisaged issues and defer them, where appropriate,
  - determine and make any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - set off expenses incurred in connection with capital increases and the admission of the Company's shares to trading on a regulated market against the premiums pertaining to those capital increases and listings and deduct from that total the amount required to bring the legal reserve up to one tenth of the new share capital after each issue,
  - formally note the completion of the capital increase(s) and amend the Articles of Association accordingly and, more generally, make all appropriate arrangements, enter into any agreement, request any authorisations, complete any formalities required for the issue, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and take whatever action is required to complete the envisaged issues;
- decide that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not (and if applicable, their subordination level), and to set their interest rate, the obligatory or optional cases of suspension or non-payment of interest, their issue currency, duration (determined or not), fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to ordinary shares in the Company;
- decide that this delegation of authority to the Board of Directors shall be valid for a period of 26 months with effect from the date of this General Meeting; unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 19,673,540 votes 1,297,390 AGAINST and 730 ABSTENTIONS.**

#### Resolution 16

*(Delegation of authority to the Board of Directors, for a period of 26 months, to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, subject to an upper limit of 10% of the Company's share capital in connection with a capital increase with the disapplication of shareholders' pre-emptive rights)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, pursuant to the provisions of paragraph 1, sub-paragraph 2 of Article L. 225-136, authorise, for each of the issues decided in accordance with Resolutions 14 and 15 hereinabove, the Board of Directors, with the ability to subdelegate this power as provided by law and by the Company's Articles of Association, to depart from the price-setting arrangements laid down in the aforementioned resolutions and to set the issue price as follows:

- the issue price of ordinary shares will need to be at least equal to the lowest of the following amounts: (i) the weighted average share price on the Euronext Paris regulated market over a maximum period of six months preceding the start of the public offering; (ii) the volume weighted average share price on the Euronext Paris regulated market on the trading day preceding the start of the public offering; (iii) the volume weighted average share price on the Euronext Paris regulated market on the date when the issue price is determined; or (iv) the last known closing share price before the start of the public offering less, where applicable, in each of these four cases, a maximum discount of 10%;
- the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the amount stated in the paragraph above;
- at the date of each issue, the total number of shares and securities to be issued by virtue of this resolution, during the 12-month period preceding the issue may not exceed 10% of the shares making up the Company's share capital at this date.

The shareholders at the General Meeting decide that the Board of Directors shall have full powers to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon.

**This resolution was adopted by votes FOR, 19,679,290 votes 1,291,640 AGAINST and 730 ABSTENTIONS.**

#### Resolution 17

*(Delegation of authority to the Board of Directors to decide, for a period of 26 months, with or without pre-emptive rights for existing shareholders, to increase the number of ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities to be issued, subject to an upper limit of 15% of the size of the initial issue)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, pursuant to Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

- delegate powers to the Board of Directors, with the ability to subdelegate this power as provided by law and by the Company's Articles of Association, to decide to increase the number of shares or securities to be issued for each of the issues carried out pursuant to Resolutions 13, 14 and 15 hereinabove, if it observes demand exceeding the amount for subscription, up to the maximum amounts laid down in the relevant resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from the close of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue;
- decide that the Board of Directors shall have full powers to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
- resolve that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with

effect from the date of this General Meeting, with the understanding that, unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;

- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 19,558,591 votes 1,412,405 AGAINST and 664 ABSTENTIONS.**

#### Resolution 18

*(Delegation of authority to the Board of Directors for a period of 26 months to issue ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, with the disapplication of shareholders' pre-emptive rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and pursuant to the provisions of Paragraph 6, Article L. 225-147 of the French Commercial Code:

- delegate powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to decide to issue, upon receipt of the report by the contribution appraiser referred to in paragraphs 1 and 2 of Article L. 225-147 of the French Commercial Code, (i) the Company's ordinary shares, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or carrying entitlement to the Company's debt securities, or (iii) debt securities giving immediate or future access to the Company's securities yet to be issued, in consideration for the contributions in kind consisting of equity securities or securities giving access to the share capital of another company where the provisions of Article L. 225-148 of the French Commercial Code do not apply;
- decide to disapply, where necessary, shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers, where the latter are intended solely as consideration for the contributions in kind;
- decide that any capital increases carried out under this delegation of powers shall not exceed 10% of the Company's total share capital in any one year and that, in any event, the overall amount of such capital increases shall remain within Limit TC and Limit A2 as laid down in Resolutions 13 and 14 hereinabove;
- decide that the Board of Directors shall have full powers, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to implement this delegation of powers and in particular to:
  - approve the valuation of contributions and to ratify the contribution auditor's report and, with regard to said contributions, to record their execution, deduct any fees, costs and charges from premiums, determine the number, form and characteristics of the shares to be issued, record the execution of the capital increases and accordingly amend the Articles of Association, quote the shares to be issued, carry out where applicable any deductions from paid-in premium accounts, in particular of the amounts necessary to make the legal reserve one tenth of the new capital after each issue, and of the costs incurred in carrying out the issues,
  - determine and make any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - make all appropriate arrangements, enter into any agreements, request any authorisations, carry out any formalities and take the necessary steps to ensure the success of the planned issues;
- decide that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not (and if applicable, their subordination level), and to set their interest rate, the obligatory or optional cases of suspension or non-payment of interest, their issue currency, duration (determined or not), fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to ordinary shares in the Company;
- decide that this delegation of authority to the Board of Directors shall be valid for a period of 26 months with effect from the date of this General Meeting; unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a



- draft tender offer for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 20,642,940 votes 328,056 AGAINST and 664 ABSTENTIONS.**

#### Resolution 19

*(Delegation of authority to the Board of Directors for a period of 26 months to issue ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities, with the disapplication of shareholders' pre-emptive rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92:

- delegate powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to decide to issue, in such proportions and at such times as it deems fit, in and/or outside France (i) the Company's ordinary shares, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or carrying entitlement to the Company's debt securities, or (iii) debt securities giving immediate or future access to the Company's securities yet to be issued, in consideration for shares contributed to a public exchange offer launched by the Company in or outside France, under the local rules (including any transaction having the same effect as a public exchange offer or that can be classified as such) for the securities of a company whose shares are admitted to trading on one of the regulated markets referred to in the aforementioned Article L. 225-148;
- decide that the nominal amount of any capital increases to be carried out by issuing shares or other securities is capped at Limit A2 as set in Resolution 14 hereinabove, or, in the event of an issue of debt securities, at Limit TC, as set in Resolution 13 hereinabove;
- decide to disapply shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers, where the latter are intended solely as consideration for the securities tendered in response to a public offer launched by the Company that includes an exchange option;
- formally note that this delegation of powers automatically entails the waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these negotiable securities may carry entitlement in favour of the holders of any negotiable securities that may be issued pursuant to this resolution;
- grant full powers to the Board of Directors, with the ability to subdelegate these powers as provided by law and by the Company's Articles of Association, to implement this delegation of powers and in particular to:
  - determine the terms and conditions, amounts and arrangements for any issue, as well as the exchange ratio and any cash adjustment, formally note the number of shares tendered for exchange, set the price, dates, deadlines and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as the other arrangements for their issue, in line with applicable legal and regulatory limits,
  - record under liabilities on the balance sheet a "contribution premium" account showing the rights of all shareholders arising from the difference between the issue price of new ordinary shares and their par value,
  - determine and make any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - set off expenses incurred in connection with capital increases and the admission of the Company's shares to trading on a regulated market against the premiums pertaining to those capital increases and listings and deduct from that total the amount required to bring the legal reserve up to one tenth of the new share capital after each issue,
  - formally note the completion of the capital increase(s) and amend the Articles of Association accordingly and, more generally, make all appropriate arrangements, enter into any agreement, request any authorisations, complete any formalities required for the issue, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and take whatever action is required to complete the envisaged issues;

- decide that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by this resolution, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not (and if applicable, their subordination level), and to set their interest rate, the obligatory or optional cases of suspension or non-payment of interest, their issue currency, duration (determined or not), fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to shares in the Company;
- decide that this delegation of authority to the Board of Directors shall be valid for a period of 26 months with effect from the date of this General Meeting; unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 20,671,391 votes 299,605 AGAINST and 664 ABSTENTIONS.**

#### **Resolution 20**

*(Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or other items eligible for capitalisation)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Management report of the Board of Directors and pursuant to the provisions of the French Commercial Code, in particular Articles L. 225-128, L. 225-129, L. 225-129-2 and L. 225-130:

- delegate authority to the Board of Directors, with the ability to subdelegate this power as provided by law and by the Company's Articles of Association, to decide to carry out one or more capital increases by successively or simultaneously capitalising some or all the premiums, reserves, earnings or other amounts that may be capitalised pursuant to the law and the Articles of Association, either by issuing and allotting new ordinary shares to the shareholders at no cost or by increasing the par value of existing shares, or through a combination of both these methods;
- decides that fractional rights shall not be either negotiable or transferable, and that the corresponding ordinary shares shall be sold; The proceeds of such sales shall be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
- decides that the total amount of any capital increases carried out, plus the increase in the share capital required to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law and any applicable contractual agreement, may not exceed the total amount held in the reserve, premium, earnings accounts and any other amounts eligible for capitalisation, as referred to hereinabove, as they stand when the capital increase takes place, while Limit A1, Limit A2 and Limit TC as defined in Resolutions 13 and 14 hereinabove shall not apply;
- confers all powers upon the Board of Directors, in particular, to:
  - set the amount and nature of the amounts for capitalisation, set the number of ordinary shares to be issued and/or the amount by which the par value of existing ordinary shares shall be increased and set the vesting date of the new ordinary shares and, where appropriate, lay down the arrangements for the sale of shares forming fractional rights,
  - set off expenses incurred in connection with capital increases and the admission of the Company's shares to trading on a regulated market against the premiums pertaining to those capital increases and listings and deduct from that total the amount required to bring the legal reserve up to one tenth of the new share capital after each issue,
  - formally note the completion of the capital increase(s) duly decided upon and amend the Articles of Association accordingly and, more generally, make all appropriate arrangements, enter into any agreement, request any authorisations, complete any formalities required for the issue, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and take whatever action is required to complete the envisaged transactions;
- resolve that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting, with the understanding that, unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once

- a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by votes FOR, 20,968,168 votes 2,858 AGAINST and 634 ABSTENTIONS.**

#### Resolution 21

*(Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with the disapplication of pre-emptive rights for existing shareholders, through issues to persons employed by the Company or by a company of the Group, subject to enrolment in a company savings plan, up to a maximum of 3% of the share capital)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1:

- delegate powers to the Board of Directors, including the ability to subdelegate this power under the conditions laid down in law and in the Company's Articles of Association, to decide on the issuance, on one or more occasions, in the amounts and at the times it sees fit, of (i) ordinary shares or (ii) equity securities giving immediate or future access by any means to other equity securities of the Company, reserved for employees enrolled in a savings plan offered by the Company or by any related French or foreign company or group as defined in Article L. 225-180 of the French Commercial Code (the "Recipients"), under the conditions laid down in Article L. 3332-19 of the French Labour Code;
- resolve to exclude, in favour of the Recipients, the preemptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of powers;
- resolve that this delegation of powers may not give access to a total number of shares representing more than 3% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of powers), it being specified (i) that any issue or allotment carried out pursuant to Resolution 23 adopted at the Combined General Meeting of 12 June 2018 will be offset against the 3% ceiling such that the combination of the aforementioned Resolution 23 and this resolution will be capped at 3% and (ii) that this will be in addition to any additional number of shares to be issued to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- resolve that if the subscriptions obtained do not absorb the entirety of an issue of securities, the capital increase will be limited to the amount of subscriptions received;
- resolve that the subscription price will be set in compliance with laws and regulations and resolve to set the maximum discount for the subscription price of an issue offered in connection with an employee savings plan, which is the case for the securities issued under this delegation of powers, at 20% of the average price of the Company's shares on the regulated market of Euronext Paris over the 20 trading days preceding the date of the decision setting the opening date of the subscription period decided by the Board of Directors. However, the General Meeting expressly authorises the Board of Directors to reduce the aforementioned discount, within legal and regulatory limits;
- resolve that the Board of Directors may provide for the allotment of ordinary shares, whether to be issued or already issued, or of securities giving access to the Company's share capital, whether to be issued or already issued, to the Recipients free of charge, in lieu of all or a portion of the employer contribution and/or the discount applied to the subscription price, within the limits set forth in Articles L. 3332-11 and L. 3332-21 of the French Labour Code, it being specified that the maximum aggregate nominal amount of capital increases that may be carried out in line with these allotments will count towards the limit of 3% of the Company's share capital referred to above;
- formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount applied to the subscription price, the Board of Directors may decide to increase the share capital accordingly by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the Recipients, thus entailing (i) the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised and (ii) the automatic waiver by the shareholders of their preemptive subscription right. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;

- consequently grant all powers to the Board of Directors, with the option to subdelegate these powers under the conditions laid down by law and by the Company’s Articles of Association, to put this authorisation into effect, subject to the limits and conditions set out above, in particular so as to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, set the discount, in accordance with applicable legal and regulatory limits,
  - determine, if necessary, the nature of the securities to be allotted free of charge, as well as the terms and conditions of their allotment,
  - determine whether shares are allotted free of charge in the case of shares to be issued or existing shares, and (i) where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, certify the completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly, and (ii) where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to successfully complete the transactions,
  - draw up the list of companies whose employees will be recipients of the issues carried out under this delegation of powers,
  - determine whether subscriptions may be made directly by the recipients or only through UCITS mutual funds,
  - charge any costs incurred in connection with capital increases against the premiums pertaining to those capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one tenth of the new share capital after each capital increase,
  - record the completion of capital increases up to the value of shares actually subscribed or of other securities issued under the terms of this authorisation,
  - enter into any agreements and, either directly or via an agent, complete all procedures and formalities, including formalities subsequent to capital increases and consequential amendments to the Articles of Association and, more generally, take all necessary steps,
  - in general terms, enter into any agreement, including in particular agreements to ensure that planned issues are successfully completed, take any steps and complete any formalities required for the issuance, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights;
- resolve that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

**This resolution was adopted by votes FOR, 20,895,938 votes 75,058 AGAINST and 664 ABSTENTIONS.**

## **Resolution 22**

### ***(Amendment to Article 14 of the Articles of Association)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors’ report, decide, to amend Article 14 of the Company’s Articles of Association. Accordingly, the revised wording of Article 14 of the Articles of Association now reads as follows:

“Article 14 - Board of Directors

The Company is administered by a Board of Directors comprising a minimum of three members and a maximum of eighteen, subject to the exception provided by law in the event of a merger.

The Directors representing the employees and employee shareholders are not taken into account when determining the minimum and maximum number of Directors.

## 1 Directors appointed by the General Meeting

### 1.a. General provisions

Directors are appointed, reappointed or dismissed by the shareholders at Ordinary General Meetings.

No one may be appointed a Director if, having exceeded the age of seventy-five years, his/her appointment results in more than one third of Board members exceeding this age. Once the age limit is reached, the oldest Director is deemed to have resigned from office.

Directors may be natural persons or legal persons, with the exception of the Director representing employee shareholders, who must be a natural person. When a legal person is nominated, the latter appoints a permanent representative who is subject to the same conditions, obligations and liabilities as a natural person Director, without prejudice to the joint and several liability of the legal entity thus represented.

Each Director must own at least one share in the Company.

### 1.b. Specific provisions concerning the Director representing employee shareholders

When the legal requirements are met, a Director representing employee shareholders is elected by the Ordinary General Meeting from two candidates proposed by the employee shareholders referred to in Article L. 225-102 of the French Commercial Code. Both candidates for election as the Director representing employee shareholders are designated according to the following process:

**a)** The rules for the designation of candidates are laid down by the Chairman of the Board of Directors. These rules include provisions relating to the timetable for the various stages in the designation process, the procedure for identifying and reviewing all preselected candidates, the methods used to designate the representatives of employee shareholders exercising voting rights attached to shares that they own, in addition to all provisions that may be useful for the smooth execution of the abovementioned process. The rule is brought to the attention of members of the supervisory boards of employee investment funds and, where applicable, employee shareholders exercising directly their voting right, by any means, and notably, without these means of communication being considered exhaustive, by affixing posters and/or using electronic communication, with a view to designating their candidates.

**b)** A call for candidates means that a list of proposed candidates can be drawn up among those persons meeting the criteria laid down in Articles L. 225-23 and L. 225-102 of the French Commercial Code are eligible to be considered as candidates.

**c)** Where voting rights attached to shares held by employees are exercised by members of the supervisory boards of employee shareholding investment funds, those supervisory boards may together select a candidate. Each supervisory board shall meet to choose its preferred candidate from a list of preselected candidates. Representatives of the Company sitting on the supervisory board are not entitled to vote on this decision. Under the selection process, each preselected candidate shall be allocated a score equal to the number of shares held by employee shareholding investment funds that voted for him/her. The preselected candidate with the highest score shall be selected as candidate.

**d)** Where voting rights attached to shares held by employees are exercised directly by those employees, the elected or appointed representatives of those employee shareholders may select a candidate in accordance with procedures laid down in the rules for candidate nomination. Where a candidate is selected by appointed representatives, the rules for candidate nomination may stipulate that a voting threshold must be met. In such cases, the required threshold may not exceed 0.05% of the company's share capital. Each elected or appointed representative of the employee shareholders shall choose its preferred candidate from a list of preselected candidates. Under the selection process, each preselected candidate shall be allocated a score equal to the number of shares held by those employees who elected or appointed the representatives that voted for him/her. The preselected candidate with the highest score shall be selected as candidate.



e) Members of supervisory boards of employee shareholding investment funds and elected or appointed representatives of employee shareholders may select the same candidate. In such cases, that single candidate shall be presented at the General Meeting of Shareholders. The same shall apply if either selection process should fail to select a candidate. The Director representing employee shareholders shall be elected from among the selected candidates by the shareholders voting at a General Meeting under the quorum and majority requirements applicable to Ordinary General Meetings. The Board of Directors shall present each candidate to the shareholders by way of a separate resolution and shall, as the case may be, approve the resolution concerning its own preferred candidate. The candidate receiving the most votes shall be elected Director representing employee shareholders provided that he/she has secured at least 50% of the votes of those shareholders in attendance or represented at the General Meeting. In the event of a tied vote, the candidate who has served longest as an employee of the Company or one of its subsidiaries shall be appointed. If no candidate secures at least 50% of the votes of those shareholders in attendance or represented at the General Meeting, two new candidates shall be put forward at the next Ordinary General Meeting.

Should the Director representing employee shareholders cease to be an employee, he/she will automatically be deemed to have stepped down and his/her appointment will terminate immediately. The same applies in the event of the loss of status of shareholder within the meaning of Article L. 225-102 of the French Commercial Code.

The Board of Directors may validly meet and vote in the absence of the Director representing employee shareholders until such time as the latter is appointed at a General Meeting of Shareholders.

The provisions laid down in this article cease to apply if, at the close of a given financial year, the percentage of the share capital held by employees of the Company and any related companies accounts for less than 3% of the total share capital. The term of office in progress will continue for its full duration.

## 2. Director representing the employees

When the requirements laid down in paragraph I of Article L. 225-27-1 of the French Commercial Code are met, one or two Directors representing the employees sit on the Board of Directors in accordance with the provisions of paragraph II of Article L. 225-27-1 of the French Commercial Code.

The Directors representing the employees are appointed by the Company's Social and Economic Committee after a call for nominations from within the Company and its French subsidiaries.

When a single seat is vacant, the successful candidate is chosen through by a majority vote in a two-round ballot. When two seats are vacant, a list-based system of proportional representation with the greatest remainders and no voting-splitting is used.

The Director or Directors representing the employees are not required to hold shares in the Company.

Further to the provisions set out in paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body mentioned in these Articles of Association fail to nominate a Director representing the employees, the decisions of the Board of Directors shall still be deemed to be valid.

## 3. Term of office of Directors

Directors are appointed for a term of office of four years.

In the year of expiry, Directors' terms of office shall expire at the close of the Ordinary General Meeting convened to approve the financial statements for the previous financial year. They may be reappointed immediately.

By exception, upon their first appointment following 9 June 2020, Directors' terms of office appointed by the General Meeting may be set at 1, 2 or 3 years such that the renewal of directorships is staggered evenly from year to year.

Should one or more seats held by Board members appointed at the General Meeting become vacant between two General Meetings, with the exception of that held by the Director representing employee shareholders, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial

Code. A director appointed to replace another director serves for the remaining portion of his predecessor's term of office.

When a vacancy for a Director representing the employees arises during their term of office, the director chosen as an alternate by the Company's Social and Economic Committee performs the duties for the remainder of the term of office of the individual previously serving in this position.

When the seat on the Board held by the Director representing employee shareholders becomes vacant during the latter's term of office, the designation of a new Director representing employee shareholders is arranged as quickly as possible.

**This resolution was adopted by votes FOR, 20,936,697 votes 34,324 AGAINST and 639 ABSTENTIONS.**

#### **Resolution 23**

*(Adjustments to bring the Articles of Association into line with the new legislative and regulatory requirements)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Company's proposed Articles of Association, as amended, for the purpose of bringing them into line with the statutory and regulatory requirements currently in force and clarifying the wording of Articles 8, 9, 10, 11, 16, 17, 20, 22, 23, 26, 27, 28, 31, 32, 33, 34 and 35, approves said Articles of Association, amended article by article, then as a whole.

**This resolution was adopted by votes FOR, 20,937,234 votes 33,976 AGAINST and 450 ABSTENTIONS.**

## **Requiring the approval of the Ordinary General Meeting**

#### **Resolution 24**

*(Reappointment of Sylvie Rémond as Director)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the term of office of Sylvie Rémond as Director will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to renew [his/her] term of office as Director for a period of three years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2023.

**This resolution was adopted by votes FOR, 19,873,308 votes 1,097,762 AGAINST and 590 ABSTENTIONS.**

#### **Resolution 25**

*(Reappointment of Jessica Scale as Director)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the term of office of Jessica Scale as Director will end at the close of this General Meeting and decide, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to reappoint as a director for a term of office of three years ending at the

close of the General Meeting to be called to approve the financial statements for the year ending on 31 December 2023.

**This resolution was adopted by votes FOR, 20,884,987 votes 86,083 AGAINST and 590 ABSTENTIONS.**

#### **Resolution 26**

***(Appointment of Noëlle Lenoir as a new Director for a term of office of two years)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, decide, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to appoint Noëlle Lenoir as a new Director for an initial term of office of two years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2022.

**This resolution was adopted by votes FOR, 20,963,325 votes 7,745 AGAINST and 590 ABSTENTIONS.**

#### **Resolution 27**

***(Appointment of André Einaudi as a new Director for a term of office of two years)***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, decide, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to appoint André Einaudi as a new Director for an initial term of office of [two] years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2022.

**This resolution was adopted by votes FOR, 20,964,575 votes 6,495 AGAINST and 590 ABSTENTIONS.**

#### **Resolution 28**

***(Powers granted to carry out all legal formalities).***

The shareholders at the General Meeting give all powers to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

**This resolution was adopted by votes FOR, 20,970,684 votes 596 AGAINST and 380 ABSTENTIONS.**



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As we have reached the bottom of the agenda and there are no further requests to speak, the Chairman hereby declares this meeting closed.

These minutes were drawn up and, after they had been read, were signed by the Chairman, the scrutineers and the secretary.

Chairman  
Pierre PASQUIER

Scrutineers

Pierre PASQUIER

Christophe BASTELICA

Secretary  
Christophe BASTELICA