

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 26 MAY 2021

Given the circumstances relating to the Covid-19 pandemic and the efforts to combat its spread, and in light of the measures implemented by the French government to limit or prohibit travel or mass gatherings for public health reasons, on 1 April 2021, the Chairman of the Board of Directors of Sopra Steria Group made use of the authority delegated to him by the Board of Directors and decided that the Combined General Meeting on 26 May 2021 would be held exceptionally in closed session, without shareholders and other persons with the right to attend being physically present.

This decision was taken pursuant to the provisions of Decree 2021-255 of 9 March 2021, extending the period of application of the provisions of Order 2020-321 of 25 March 2020, amended by Order 2020-1497 of 2 December 2020, Decree 2020-418 of 10 April 2020 and Decree 2020-629 of 25 May 2020.

The shareholders of Sopra Steria Group were thus informed, via a notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* (BALO, the French journal of official legal announcements) No. 42 on 7 April 2021, followed by a convening notice published in BALO No. 55 on 7 May 2021, that the Combined General Meeting of Sopra Steria Group would be held exceptionally in closed session, without shareholders and other persons with the right to attend being physically present, on Wednesday, 26 May 2021 at 2:30 p.m. (Paris time), at the Company's head office, located at 6 avenue Kléber, 75116 Paris (France), or at any other venue in order to resolve any technical constraints that might affect the live stream of the General Meeting.

Under these circumstances, shareholders were invited to vote or to appoint the Chairman of the General Meeting or another person as their proxy prior to the General Meeting either: (i) by electronic means or (ii) by post, using the remote voting form.

The Company took the necessary steps to facilitate remote voting and encouraged shareholders to make use of the Votaccess platform if possible.

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The Company also informed its shareholders that a live video stream of the General Meeting would be available on its website (<https://www.soprasteria.com/investors>).

Shareholders were informed on 20 May 2021 that the Combined General Meeting would be held in closed session at Studio Vendôme, 10-12 place Vendôme, 75001 Paris (France), to facilitate the Meeting's live stream online.

In addition to the application of the legal framework pertaining to written questions submitted in advance, shareholders were also able to take part in discussions and ask questions during the General Meeting, provided that they registered in advance by following the procedure described in the meeting brochure and also available on the Company's website on the page dedicated to the Combined General Meeting of 26 May 2021.

On 26 May 2021, at 2:30 p.m., the Combined General Meeting of Sopra Steria was held in closed session at Studio Vendôme, 10-12 place Vendôme, 75001 Paris (France), as duly convened by the Board of Directors.

The Meeting was chaired by Pierre Pasquier in his capacity as Chairman of the Board of Directors. The two shareholders with the largest number of votes were named as scrutineers: Sopra GMT, represented by Éric Pasquier, and the Sopra Steria Actions company mutual fund (FCPE), represented by Catherine Royer. Together with the Chairman, they served as the officers of this Meeting.

Christophe Bastelica, Secretary of the Board of Directors, was chosen by the officers as the Meeting's secretary.

The Meeting was also attended by Vincent Paris, Chief Executive Officer, as well as the Statutory Auditors: Mazars, represented by Bruno Pouget, and ACA Nexia, represented by Olivier Juramie.

The attendance sheet, certified as true and fair by the officers of the Meeting, shows that the shareholders present, represented by proxy or having voted by mail held 16,649,532 shares, to which 22,013,360 voting rights were attached, out of a total of 20,538,355 shares with voting rights.

The quorum (i.e. more than one quarter of the total number of shares with voting rights) was met; as such, the Meeting was duly constituted and could validly conduct business.

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 7 April 2021 and on 7 May 2021,

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- the individual company and consolidated financial statements for the year ended 31 December 2020, 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 individual financial statements for the financial year ended 31 December 2020; approval of non-deductible expenses.
2. Approval of the consolidated financial statements for the financial year ended 31 December 2020.
3. Appropriation of earnings for the year ended 31 December 2020 and setting of the dividend.
4. Approval of disclosures as presented in the Report on corporate governance pursuant to Article L. 22-10-34 I 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 during the year ended 31 December 2020 or allotted in respect of that period to Mr Pierre Pasquier, Chairman of the Board of Directors, in accordance with Article L. 22-10-34 II of the French Commercial Code.
6. Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid during the financial year ended 31 December 2020 or allotted in respect of that period to Mr Vincent Paris, Chief Executive Officer, in accordance with Article L. 22-10-34 II of the French Commercial Code.
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. 22-10-8 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. 22-10-8 of the French Commercial Code.

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9. Approval of the compensation policy for the Directors, as presented in the Report on corporate governance pursuant to Article L. 22-10-8 of the French Commercial Code.
10. Decision setting the total amount of compensation awarded to Directors for their service, as referred to in Article L. 225-45 of the French Commercial Code, at €500,000.
11. Appointment of Astrid Anciaux as Director representing employee shareholders for a term of office of four years;
12. 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. 22-10-62 of the French Commercial Code.

Requiring the approval of the Extraordinary General Meeting

13. Authorisation granted to the Board of Directors, for a period of 38 months, to allot free shares to employees and company officers of the Company and its Group, up to a maximum of 1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;
14. Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the Company's share capital, without pre-emptive 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 2% of the share capital.

Requiring the approval of the Ordinary General Meeting

15. Powers granted to carry out all legal formalities.

Next, the reports of the Board of Directors were read. The floor was given to Vincent Paris, Chief Executive Officer of Sopra Steria, to conduct this review. Vincent Paris presented the Group's corporate responsibility policy, in particular its targets to achieve net-zero greenhouse gas emissions by 2028 and to increase the proportion of women in senior management positions.

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.

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 2020; approval of non-deductible expenses)

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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 individual financial statements for the year ended 31 December 2020 as they were presented, which show a profit of €142,275,698.67.

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, amounting to €661,408.55, and the corresponding tax expense of €220,469.

This resolution was adopted by votes FOR, 21,988,842 votes 6,293 AGAINST and 18,225 ABSTENTIONS.

Resolution 2

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

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 2020, which show a consolidated net profit (attributable to the Group) of €106,776,814, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

This resolution was adopted by votes FOR, 21,989,220 votes 6,175 AGAINST and 17,965 ABSTENTIONS.

Resolution 3

(Appropriation of earnings for the year ended 31 December 2020 and setting of the dividend)

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 year	€142,275,698.67
Transfer to the legal reserve	€0
Prior unappropriated retained earnings	€147,138,833.53
DISTRIBUTABLE PROFIT	€289,414,532.20

and resolve, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €106,776,814, to appropriate this profit as follows:

Dividend	€41,095,402.00
Discretionary reserves	€248,319,130.20
Retained earnings	€0
TOTAL	€289,414,532.20

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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:

	2017	2018	2019
Dividend per share	€2.40	€1.85	€0
Number of shares	20,516,807	20,514,876	0
Dividend*	€49,240,336.80	€37,952,520.60	€0

* 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, 22,012,862 votes 349 AGAINST and 149 ABSTENTIONS.

Resolution 4

(Approval of disclosures as presented in the Report on corporate governance pursuant to Article L. 22-10-34 I 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. 22-10-34 I 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. 22-10-9 of the French Commercial Code and as presented in the report.

This resolution was adopted by votes FOR, 21,924,246 votes 87,580 AGAINST and 1,534 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 2020 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, in accordance with Article L. 22-10-34 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. 22-10-34 II of the French Commercial Code, and after having reviewed the Report on corporate governance of 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 2020 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, and as presented in this report.

This resolution was adopted by votes FOR, 21,571,572 votes 439,404 AGAINST and 2,384 ABSTENTIONS.

Resolution 6

(Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid during the financial year ended 31 December 2020 or allotted in respect of that period to Mr Vincent Paris, Chief Executive Officer, in accordance with Article L. 22-10-34 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. 22-10-34 II of the French Commercial Code, and after having reviewed the Report on corporate governance of 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

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the year ended 31 December 2020 or allotted in respect of that period to Mr Vincent Paris in his capacity as Chief Executive Officer and as presented in this report.

This resolution was adopted by votes FOR, 21,085,595 votes 925,281 AGAINST and 2,484 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. 22-10-8 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. 22-10-8 of the French Commercial Code, and after having reviewed the Report on corporate governance of 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, 21,403,311 votes 608,019 AGAINST and 2,030 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. 22-10-8 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. 22-10-8 of the French Commercial Code, and after having reviewed the Report on corporate governance of 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, 20,967,397 votes 1,043,960 AGAINST and 2,003 ABSTENTIONS.

Resolution 9

(Approval of the compensation policy for the Directors, as presented in the Report on corporate governance pursuant to Article L. 22-10-8 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. 22-10-8 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 Directors for their term of office as presented in the Report on corporate governance.

This resolution was adopted by votes FOR, 22,008,269 votes 3,298 AGAINST and 1,793 ABSTENTIONS.

Resolution 10

(Decision setting the total amount of compensation awarded to Directors for their service, as 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

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Commercial Code, to set the aggregate compensation paid to the 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, 21,992,131 votes 3,972 AGAINST and 17,257 ABSTENTIONS.

Resolution 11

(Appointment of Mrs Astrid Anciaux as Director representing employee shareholders for a term of office of four years)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to appoint Mrs Astrid Anciaux as a new Director for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2024.

This resolution was adopted by votes FOR, 21,886,118 votes 85,009 AGAINST and 42,233 ABSTENTIONS.

Resolution 12

(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. 22-10-62 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. 22-10-62 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 tender 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,

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- 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 approved at the General Meeting of 9 June 2020,
- to implement any market practice that would 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 2020, €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 powers 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 authorization supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

This resolution was adopted by votes FOR, 21,986,594 votes 10,581 AGAINST and 16,185 ABSTENTIONS.

Requiring the approval of the Extraordinary General Meeting

Resolution 13

(Authorisation granted to the Board of Directors, for a period of 38 months, to allot free shares to employees and company officers of the Company and its Group, subject to a cap of 1% of the share capital)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings and reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

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- authorises the Board of Directors to carry out one or more bonus issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, in favour of eligible employees (as defined in Articles L. 225-197-1, II, 1st paragraph and L. 22-10-59 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or in favour of certain categories of those employees or officers;
- resolves that this authorisation may not give access to a total number of shares representing more than 1% of the Company's share capital (as assessed on the date on which the Board of Directors decides to make the award), it being specified 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;
- decides that the number of shares that may be granted to the Company's Chief Executive Officer may not represent more than 5% of the limit of 1% set in the previous paragraph;
- decides (a) that shares will be definitively allotted to their recipients upon expiry of a vesting period whose duration shall be set by the Board of Directors; this duration may not, however, be less than three years with effect from the date of the Board's decision to allot the shares in question and (b) that recipients must, if the Board of Directors deems it useful or necessary, retain the shares in question for the periods freely set by the Board;
- decides that, where the beneficiary is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall be definitively allotted to that beneficiary before the remaining term of the vesting period has expired, and shall be immediately transferable;
- formally notes that, with regard to shares to be issued in the future, (i) this authorisation shall result, upon expiry of the vesting period, in a capital increase by way of capitalisation of reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the recipients of those shares, as well as the automatic waiver by shareholders, in favour of the recipients of the shares thus allotted, of their rights to that portion of reserves, earnings, premiums or other amounts thus capitalised, and (ii) this authorisation shall automatically entail the waiver by shareholders, in favour of the recipients of the aforementioned shares, of their pre-emptive rights. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the recipients;
- accordingly, confers all powers upon the Board of Directors, within the limits set out above, to put this resolution into effect and, in particular to:
 - determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
 - decide on the holding requirements that may apply by law in regard to eligible company officers, in accordance with the last paragraph of Article L. 225-197-1 II and with Article L. 22-10-59 of the French Commercial Code,
 - set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will be finally allotted as well as, where applicable, the required lock-in period,
 - and, in particular, determine the conditions related to the performance of the Company, the Group or any of its entities that would apply to the allocation of shares to the Company's executive company officers and, where applicable, those that would apply to the allocation of shares to employees as well as the criteria

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according to which such shares would be granted, with the stipulation that any shares granted without performance conditions may not be granted to the Company's Chief Executive Officer and may not exceed 10% of the amount of awards authorised by the General Meeting,

- determine whether the shares allotted free of charge are 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,
 - allow the option, where applicable, during the vesting period, to adjust the number of bonus shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of recipients; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares, and
 - more generally, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, to 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 and to make all appropriate arrangements and enter into any agreement required to complete the envisaged share allotments;
- resolve that this delegation of authority to the Board of Directors is to be valid for a period of 38 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, 20,988,049 votes 1,024,599 AGAINST and 712 ABSTENTIONS.

Resolution 14

(Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the Company's share capital, without pre-emptive 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 2% 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

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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 and Article L. 3344- 1 of the French Labour Code (the "Recipients");

- resolve to exclude, in favour of the Recipients, the pre-emptive 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 2% 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 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 of securities issued under this resolution may not be (i) higher than the average of the listed share price 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, or (ii) lower than this average less the maximum discount required by the laws and regulations in force at the date of the Board of Directors' decision, with the stipulation that the Board of Directors may adjust or remove this discount if it deems necessary in order to take into account, in particular, locally applicable legal, accounting, tax and workforce-related systems;
- resolve that the Board of Directors may provide for the allotment of shares or of other 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 mentioned above, 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 2% 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, 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 pre-emptive 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

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- 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 through an FCPE company mutual fund,
 - 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, 21,427,697 votes 585,242 AGAINST and 421 ABSTENTIONS.

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Requiring the approval of the Ordinary General Meeting

Resolution 15

(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, 22,012,100 votes 870 AGAINST and 390 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

Eric PASQUIER

Catherine ROYER

Secretary
Christophe BASTELICA