

## 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 1<sup>st</sup> JUNE 2022

In the year two thousand and twenty two, on the first of June, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, F-75116 Paris, as duly convened by the Board of Directors, in accordance with legal and regulatory provisions.

The said notice of meeting was given by the Board of Directors by (i) a notice of meeting inserted in the *Bulletin des Annonces Légales Obligatoires* ("BALO") No. 40 of April 4, 2022, by (ii) a notice of meeting inserted in the BALO No. 57 on May 13, 2022, by a notice of meeting inserted in the *Journal d'annonces légales Eco Savoie Mont Blanc* No. 19 dated May 13, 2022 and (iv) by letter sent to all directors holding registered shares dated May 13, 2022.

An attendance sheet was drawn up and signed upon entering the meeting by all the shareholders present and by the proxies of the represented shareholders, and to which the powers of attorney of the represented shareholders were attached.

The General Meeting proceeds to the constitution of its bureau.

Mr Pierre PASQUIER chairs the meeting in his capacity as Chairman of the Board of Directors.

Mr. Eric PASQUIER representing Sopra-GMT and Mrs. Catherine ROYER representing the Sopra Steria Actions Corporate Mutual Fund (FCPE) are the two shareholders with the highest number of votes. In this respect, they have been appointed as scrutineers.

Mr. Christophe BASTELICA, Secretary of the Board of Directors of the Company, was appointed by the officers as Secretary.

The attendance sheet, certified as true and fair by the officers of the Meeting, shows that the shareholders present, represented or having voted by mail held, 16,446,048 shares, carrying 21,846,101 voting rights, out of a total of 20,527,696 shares with voting rights.

The Statutory Auditors, Mazars, represented by Mr. Alain CHAVANCE and ACA Nexia, represented by Mr. Olivier JURAMIE, were duly convened and are present.

Also present is Mr. Cyril MALARGE, in his capacity as Chief Executive Officer.

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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 attendance sheet for the General Meeting,
- The list of registered shareholders,
- The powers of attorney of the shareholders represented by proxies as well as the forms for voting by post,
- A copy of the notice of meeting sent to the Statutory Auditors and the representative of the Social and Economic Committee,
- The documents sent to shareholders at their request or made available to them before the General Meeting,
- The notice of meeting and the notice of convocation inserted and published respectively in the BALO n°40 of April 4, 2022 and n°57 of May 13, 2022,
- A copy of the notice of meeting inserted in the *Journal d'annonces légales Eco Savoie Mont Blanc* n° 19 dated May 13, 2022,
- The annual and consolidated financial statements for the year ended December 31, 2021 and the other documents required by law,
- The table of financial results for the last five years,
- The reports of the Board of Directors to the General Meeting,
- The reports of the Statutory Auditors,
- The Company's updated Articles of Association,
- The text of the resolutions proposed to the vote of the General Meeting.

Next, the Chairman informed the Meeting that this Meeting had been convened in accordance with the provisions of the French Commercial Code and that the annual and consolidated financial statements, the reports of the Board of Directors, the reports of the Statutory Auditors, the list of shareholders, the text of the proposed resolutions, as well as all other documents and information provided for by the law and regulations, had been made available to the shareholders at the company's registered office from the time the Meeting was convened.

The Chairman then informs the General Meeting that the Company has not received any requests for the inclusion of items on the agenda or draft resolutions or any written questions.

He reminded the meeting that the General Meeting was called to deliberate on the following agenda:

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

1. Approval of the parent company financial statements for financial year 2021;
2. Approval of the consolidated financial statements for financial year 2021;
3. Appropriation of earnings for financial year 2021 and setting of the dividend;

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4. Approval of the report on the compensation of company officers relating to the disclosures mentioned in Article L. 22-10-9 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 or allotted to Pierre Pasquier, Chairman of the Board of Directors, in respect of financial year 2021;
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 financial year 2021;
7. Approval of the compensation policy for the Chairman of the Board of Directors;
8. Approval of the compensation policy for the Chief Executive Officer;
9. Approval of the compensation policy for Directors for their service;
10. Decision setting the total amount of compensation awarded to Directors for their service at €500,000 per financial year;
11. Renewal of the directorship of André Einaudi for a term of office of four years;
12. Renewal of the directorship of Michael Gollner for a term of office of one year;
13. Renewal of the directorship of Noëlle Lenoir for a term of office of four years;
14. Renewal of the directorship of Jean-Luc Placet for a term of office of two years;
15. Appointment of Yves de Talhouët as a Director for a term of office of three years;
16. Renewal of the appointment of ACA Nexia as Principal Statutory Auditor;
17. Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital;

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

18. Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly;
19. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the Company's share capital;
20. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted;
21. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year;
22. Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital in connection with a capital increase without pre-emptive subscription rights;

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23. Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the Company's share capital to be issued, subject to an upper limit of 15% of the size of the initial issue;
24. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital;
25. Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital;
26. Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation;
27. Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and/or related companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;
28. Delegation of authority to be granted to the Board of Directors 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 related company, 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**

29. Powers granted to carry out all legal formalities.

The reports of the Board of Directors are then read out.

Cyril Malarge, Chief Executive Officer of Sopra Steria, was given the floor to conduct this review.

The Statutory Auditors' reports are then read out.

It is recalled that extraordinary resolutions require a quorum of one-quarter of the total voting shares and a two-thirds majority of the votes of the shareholders present or represented. The resolutions on the agenda of the Ordinary General Meeting require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

The Chairman opens the discussion and answers questions from the shareholders.

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As no one requested the floor, the following resolutions were put to the vote in succession:

### Requiring the approval of the Ordinary General Meeting

#### Resolution 1

*(Approval of the parent company financial statements for financial year 2021)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' reports, approve the parent company financial statements for the year ended 31 December 2021 as they were presented, which show a net profit of €156,867,447.75.

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 €764,000, and the corresponding tax expense of €217,033.

**This resolution was adopted by 21,801,387 votes FOR, 12,163 votes AGAINST and 32,551 ABSTENTIONS.**

#### Resolution 2

*(Approval of the consolidated financial statements for financial year 2021)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' reports, approve the consolidated financial statements for the year ended 31 December 2021, which show a consolidated net profit (attributable to the Group) of €187,688,638, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

**This resolution was adopted by votes 21,801,507 FOR, 12,045 votes AGAINST and 32,549 ABSTENTIONS.**

#### Resolution 3

*(Appropriation of earnings for financial year 2021 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 Board of Directors' reports and the Statutory Auditors' reports, note that the net profit available for distribution, determined as follows, stands at:

Profit for the year	€156,867,447.75
Transfer to the legal reserve	- €
Prior unappropriated retained earnings	€15,916.00
<b>DISTRIBUTABLE PROFIT</b>	<b>€156,883,363.75</b>

and resolve, after acknowledging the consolidated net profit attributable to the Group amounting to €187,688,638, to appropriate this profit as follows:

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Dividends (based on a dividend per share of €3.20)*	€65,752,643.20
Discretionary reserves	€91,130,720.55
Retained earnings	- €
<b>TOTAL</b>	<b>€156,883,363.65</b>

Since the legal reserve already stands at 10% of the share capital, no allocation to it is proposed.

In the event of a change in the number of shares with dividend rights, the total amount of the dividend will be adjusted and the amount allocated to discretionary reserves will be determined on the basis of the total dividend amount actually distributed.

Dividends paid in respect of the past three financial years were as follows:

	2018	2019	2020
Dividend per share	€1.85	- €	€2.00
Number of dividend-bearing shares	20,514,876	-	20,539,743
Dividends paid*	€37,952,520.60	- €	€41,079,486.00

\* It should be noted that the dividend is eligible for the 40% deduction mentioned in Article 158-3-2° of the French General Tax Code if the taxpayer opts to have the dividend taxed at the progressive income tax rate.

**This resolution was adopted by votes 21,843,847 FOR, 160 votes AGAINST and 2,094 ABSTENTIONS.**

### Resolution 4

*(Approval of the report on the compensation of company officers relating to the disclosures mentioned in Article L. 22-10-9 I of the French Commercial Code)*

In accordance with 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 after having reviewed the report on corporate governance prepared by the Board of Directors, approve the disclosures stated in Article L. 22-10-9 I of the French Commercial Code and as presented in the report.

**This resolution was adopted by votes 21,005,135 FOR, 793,048 votes AGAINST and 47,918 ABSTENTIONS.**

### Resolution 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 of the Board of Directors, in respect of the financial year)*

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, approve, after having reviewed the report on corporate governance prepared by the Board of Directors, 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 2021 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, and as presented in the report.

**This resolution was adopted by votes 21,348,612 FOR, 454,921 votes AGAINST and 42,568 ABSTENTIONS.**

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### Resolution 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 financial year)*

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, approve, after having reviewed the report on corporate governance prepared by the Board of Directors, 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 2021 or allotted in respect of that period to Vincent Paris, Chief Executive Officer, and as presented in the report.

**This resolution was adopted by votes 14,233,147 FOR, 7,609,357 votes AGAINST and 3,597 ABSTENTIONS.**

### Resolution 7

*(Approval of the compensation policy of the Chairman of the Board of Directors)*

In accordance with Article L. 22-10-8 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, 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.

**This resolution was adopted by votes 21,348,061 FOR, 455,599 votes AGAINST and 42,441 ABSTENTIONS.**

### Resolution 8

*(Approval of the compensation policy for the Chief Executive Officer)*

In accordance with Article L. 22-10-8 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, 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.

**This resolution was adopted by votes 20,013,865 FOR, 1,828,406 votes AGAINST and 3,830 ABSTENTIONS.**

### Resolution 9

*(Approval of the compensation policy for Directors for their service)*

In accordance with Article L. 22-10-8 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for Directors for their service and as presented in the report.

**This resolution was adopted by votes 21,799,088 FOR, 3,242 votes AGAINST and 43,771 ABSTENTIONS.**

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### Resolution 10

*(Decision setting the total amount of compensation awarded to Directors for their service at €500,000 per financial year)*

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 total amount of compensation awarded to Directors for their service, to be allocated by the Board, at €500,000 per financial year.

**This resolution was adopted by votes 21,815,668 FOR, 4,066 votes AGAINST and 26,367 ABSTENTIONS.**

### Resolution 11

*(Renewal of the directorship of André Einaudi 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, note that the directorship of André Einaudi will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship 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 2025.

**This resolution was adopted by votes 21,630,014 FOR, 173,740 votes AGAINST and 42,347 ABSTENTIONS.**

### Resolution 12

*(Renewal of the directorship of Michael Gollner for a term of office of one year)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Michael Gollner 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 directorship for a term of office of one year 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 21,727,879 FOR, 114,566 votes AGAINST and 3,656 ABSTENTIONS.**

### Resolution 13

*(Renewal of the directorship of Noëlle Lenoir 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, note that the directorship of Noëlle Lenoir will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew her directorship 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 2025.

**This resolution was adopted by votes 20,944,353 FOR, 859,011 votes AGAINST and 42,737 ABSTENTIONS.**



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### Resolution 14

*(Renewal of the directorship of Jean-Luc Placet 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, note that the directorship of Jean-Luc Placet 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 directorship for a 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 2023.

**This resolution was adopted by votes 20,363,985 FOR, 1,478,290 votes AGAINST and 3,826 ABSTENTIONS.**

### Resolution 15

*(Appointment of Yves de Talhouët as a new Director for a term of office of three 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 Yves de Talhouët as a new 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 31 December 2024.

**This resolution was adopted by votes 21,835,613 FOR, 6,846 votes AGAINST and 3,642 ABSTENTIONS.**

### Resolution 16

*(Renewal of the appointment of the Principal Statutory Auditor)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors and noting that the appointments of ACA Nexia as Principal Statutory Auditor and of Pimpaneau et Associés as Alternate Statutory Auditor come to an end at the close of this meeting, resolve:

1. to renew, for a further period of six years that will end at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2027, the appointment as Principal Statutory Auditor of ACA Nexia, 31 rue Henri Rochefort, 75017 Paris, France;
2. not to renew the appointment as Alternate Statutory Auditor of Pimpaneau et Associés, 31 rue Henri Rochefort, 75017 Paris, France, after having noted, in accordance with the provisions of paragraph 2 of Article L. 823-1 of the French Commercial Code, that the Principal Statutory Auditor is a legal entity with more than one partner.

In addition, the shareholders at the General Meeting acknowledge that the term of office as Alternate Statutory Auditor of Jean-Louis Simon, 61 rue Henri Regnault, 92400 Courbevoie, France, which ended at the General Meeting of 12 June 2018, was not renewed at that

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meeting, after it was noted, in accordance with the provisions of paragraph 2 of Article L. 823-1 of the French Commercial Code, that the Principal Statutory Auditor is a legal entity with more than one partner.

**This resolution was adopted by votes 16,983,303 FOR, 4,860,527 votes AGAINST and 2,271 ABSTENTIONS.**

### Resolution 17

*(Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital)*

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, pursuant to the requirements of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorise the Board of Directors, except during a public tender offer for the Company's shares, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
2. approve the authorised transactions with the following limits: 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 2021, €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;
3. in the event that the Board makes use of this authorisation:
  - 3.1 resolve that shares may be bought back for the following purposes:
    - a) 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,
    - b) 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,
    - c) to retain the shares bought back (which shall not exceed 5% of the number of shares making up the Company's share capital at the time of the buyback), 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,
    - d) 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,
    - e) to retire shares bought back by reducing the share capital, pursuant to Resolution 18 submitted for approval at the General Meeting of 1 June 2022, if it is approved,

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- f) 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,
- 3.2 resolve that shares may be bought back by any means, such as on the stock market or over the counter, including block purchases or through the use of derivatives, at any time, subject to compliance with regulations in force;
4. 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;
  5. 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;
  6. set the duration of this authorisation for a period of 18 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by votes 21,812,919 FOR, 8,517 votes AGAINST and 24,665 ABSTENTIONS.**

## Requiring the approval of the Extraordinary General Meeting

### Resolution 18

*(Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired 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 Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. authorise the Board of Directors to retire, 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 granted to the Board of Directors by the aforementioned 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;
2. resolve 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;
3. grant all powers to the Board of Directors, including the ability to subdelegate these powers, 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;

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4. set the duration of this authorisation for a period of 26 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by votes 21,682,212 FOR, 150,776 votes AGAINST and 3,633 ABSTENTIONS.**

### Resolution 19

*(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, with pre-emptive subscription rights for shareholders, 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 Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-132 et seq., L. 22-10-49, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital:
  - 1.1. to issue, on one or more occasions, in France and/or internationally:
    - a) ordinary shares in the Company, or
    - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
    - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
  - 1.2. Ordinary shares may only be denominated in euros. Securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;
2. establish as follows the limits of the issues thus authorised:
  - 2.1. the total nominal amount of any such capital increases to be carried out may not exceed 50% of the nominal share capital (hereinafter "Limit A1") or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
    - a) the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
    - b) any capital increases carried out pursuant to the authorisations in this resolution and in Resolutions 20, 21, 23, 24 and 25 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
    - c) this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments,

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- 2.2. the total amount of issues of debt securities carried out pursuant to this delegation of authority may not exceed €2 billion (or the equivalent of this amount in foreign currencies or in units of account based on several currencies) (hereinafter "Limit DS"), it being specified that:
  - a) any issues of debt securities carried out pursuant to the authorisations in this resolution and in Resolutions 20, 21, 23, 24 and 25 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
  - b) the amount of any redemption premium above par will be added to this, and
  - c) this amount is independent and distinct from the amount of debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. in the event that the Board makes use of this delegation of authority:
  - 3.1. formally note 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,
  - 3.2. resolve, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that 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 the following powers, in whatever order it sees fit:
    - a) cap the capital increase at the amount of the subscriptions received as provided for by law,
    - b) the power to freely distribute some or all of any unsubscribed shares among the shareholders,
    - c) the power to offer some or all of any unsubscribed shares to the public,
  - 3.3. 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;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 21,212,090 FOR, 621,546 votes AGAINST and 2,985 ABSTENTIONS.**

### **Resolution 20**

*(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary*

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and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted)

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 Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital:
  - 1.1. to issue, on one or more occasions, in France and/or internationally:
    - a) ordinary shares in the Company,
    - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
    - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
  - 1.2. Ordinary shares may only be denominated in euros.

Securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums,

2. establish as follows the limits of the issues thus authorised:
  - 2.1. the total amount of any such capital increases to be carried out may not exceed 20% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
    - a) the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
    - b) this amount will count against Limit A1 defined in Resolution 19 set forth above,
    - c) if no priority right is implemented on behalf of the shareholders, the corresponding capital increase will be limited to 10% of the share capital,
    - d) this limit of 10% of the share capital (hereinafter "Limit A2") is an aggregate limit applicable to the authorisations in this resolution and in Resolutions 21, 23, 24 and 25 hereinafter, subject to their adoption at this General Meeting,
    - e) this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments,
  - 2.2. any issue of debt securities carried out pursuant to this delegation of powers will count against Limit DS defined in Resolution 19 set forth above;
3. in the event that the Board makes use of this delegation of authority:
  - 3.1. resolve 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. 22-10-51 of the French Commercial Code, to the Board of Directors to grant existing

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- 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,
- 3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:
- a) cap the capital increase at the amount of the subscriptions received as provided for by law,
  - b) the power to freely distribute some or all of any unsubscribed shares,
  - c) the power to offer some or all of any unsubscribed shares to the public,
- 3.3. 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,
4. resolve that:
- 4.1. 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,
  - 4.2. 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 stated in the paragraph above;
5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 20,359,688 FOR, 1,471,691 votes AGAINST and 5,242 ABSTENTIONS.**

### Resolution 21

*(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year)*

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 Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:

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- 1.1. to issue, on one or more occasions, in France or internationally, without pre-emptive rights for shareholders, by way of a public offering within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:
  - a) ordinary shares in the Company,
  - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
  - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
- 1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, including by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;
2. establish as follows the limits of the issues thus authorised:
  - 2.1. the total amount of any such capital increases to be carried out each year may not exceed 10% of the share capital (as assessed at the date when this delegation of authority is used by the Board of Directors) and will count towards Limits A1 and A2 referred to in Resolutions 19 and 20, respectively,
  - 2.2. any issues of debt securities to be carried out pursuant to this delegation of powers will be capped at the Limit DS defined in Resolution 19 set forth above;
3. in the event that the Board makes use of this delegation of authority:
  - 3.1. resolve 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,
  - 3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:
    - a) cap the capital increase at the amount of the subscriptions received as provided for by law,
    - b) the power to freely distribute some or all of any unsubscribed shares,
  - 3.3. 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;
4. resolve that:
  - 4.1. 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,
  - 4.2. 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 stated in the paragraph above;
5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers



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

**This resolution was adopted by votes 20,043,542 FOR, 1,789,482 votes AGAINST and 3,597 ABSTENTIONS.**

### Resolution 22

*(Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries 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 without pre-emptive subscription rights)*

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 Statutory Auditors' special report, and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, for each of the issues decided in accordance with Resolutions 20 and 21 hereinabove:

1. authorise the Board of Directors to depart from the price-setting arrangements laid down in the aforementioned Resolutions 20 and 21 and to set the issue price as follows:
  - 1.1. the issue price for ordinary shares will be at least equal to the lowest of the following, which may be subject to a maximum discount of 10% in each of the four cases:
    - a) the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period,
    - b) the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period,
    - c) the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which is the issue price is set, or
    - d) the last known closing price of the share before the beginning of the offering period,
  - 1.2. 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 subscription price stated in the paragraph above,
  - 1.3. the nominal amount of issues covered by this resolution may not represent more than 10% of the share capital in each 12-month period;
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this delegation of authority on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 20,416,378 FOR, 1,415,930 votes AGAINST and 4,313 ABSTENTIONS.**

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### Resolution 23

*(Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive rights for existing shareholders, 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 Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. delegate powers to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the number of shares or securities to be issued for each of the issues carried out pursuant to Resolution 19, with pre-emptive subscription rights for shareholders, and Resolutions 20 and 21 hereinabove, concerning a capital increase without pre-emptive subscription rights for shareholders, 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;
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 19,886,029 FOR, 1,946,092 votes AGAINST and 4,500 ABSTENTIONS.**

### Resolution 24

*(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, without pre-emptive subscription 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 Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-49, L. 22-10-53, L. 22-10-54 and L. 228-92 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply:

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- 1.1. to issue, on one or more occasions, in France and/or internationally:
  - a) ordinary shares in the Company, or
  - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
  - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary,
- 1.2. as consideration for in-kind contributions comprised of equity securities or securities giving access to the share capital of another company, granted to the Company, whether free of charge or for consideration,
- 1.3. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash or by offsetting liquid receivables due for payment;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
  - 2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
  - 2.2. where applicable, this amount will count against Limits A1, TC and A2 defined in Resolutions 19 and 20, respectively, set forth above,
  - 2.3. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. resolve to disapply, where necessary, the pre-emptive right of existing shareholders to subscribe for shares and securities to be issued in connection with this delegation of powers;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 21,235,307 FOR, 598,877 votes AGAINST and 2,437 ABSTENTIONS.**

### **Resolution 25**

*(Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, 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 Board of Directors'

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report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-54, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:
  - 1.1. in France and/or internationally, to issue:
    - a) ordinary shares in the Company,
    - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
    - c) debt securities giving access to shares of the Company or a Subsidiary to be issued,
  - 1.2. in consideration of securities tendered to a public exchange offer made by the Company in France or internationally, in accordance with local regulations (including any transaction having the same effect as a public exchange offer or able to be considered as one), for the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;
2. approve the authorised transactions with the following limits: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
  - 2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
  - 2.2. this amount will count against Limits A1, TC and A2 defined in Resolutions 19 and 20, respectively, set forth above;
3. in the event that the Board makes use of this delegation of authority:
  - 3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers,
  - 3.2. 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;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 21,636,939 FOR, 196,514 votes AGAINST and 3,168 ABSTENTIONS.**

### **Resolution 26**

*(Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalization of premiums, reserves, earnings or any other item eligible for capitalization)*

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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 Board of Directors' report, in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital on one or more occasions, in France or internationally, by capitalising premiums, reserves, earnings or any other amounts that may be capitalised pursuant to the law and the Articles of Association, by allotting new ordinary shares at no cost or by increasing the par value of existing shares, or through a combination of both these methods;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed the amount of reserves, share premiums, profits or other items that might be capitalised, as referred to above, in existence at the time when the capital increase is carried out;
3. resolve that, in the event that the Board makes use of this delegation of authority, 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;
4. grant full powers to the Board of Directors, with the ability to
5. subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and 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 21,797,049 FOR, 36,643 votes AGAINST and 2,929 ABSTENTIONS.**

### Resolution 27

*(Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and related companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right)*

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 Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2 et seq., L. 22-10-49, L. 22-10-59, L. 22-10-60 and L. 22-10-62 of the French Commercial Code and Article L. 341-4 of the French Social Security Code:

1. authorise 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 (paragraph 1) 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;
2. establish as follows the limits of the issues thus authorised:

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- 2.1. this authorisation may not give access to a total number of shares representing more than 1.1% of the Company's share capital (as assessed on the date on which the Board of Directors decides to make the award),
- 2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. in the event that the Board makes use of this delegation of authority:
  - 3.1. resolve that the number of shares that may be granted to the Company's executive company officers may not represent more than 5% of the limit of 1.1% set in the previous paragraph,
  - 3.2. resolve that:
    - a) 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 decision to allot the shares in question,
    - b) and 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;
4. resolve that, where the recipient 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;
5. formally note that, with regard to shares to be issued in the future:
  - 5.1. 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,
  - 5.2. and 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;
6. accordingly, grant all powers to the Board of Directors, within the limits set out above, to put this resolution into effect, and in particular to:
  - 6.1. determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
  - 6.2. 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,
  - 6.3. 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,
  - 6.4. 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 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,

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- 6.5. determine whether the shares allotted free of charge are shares to be issued or existing shares, and:
  - a) 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,
  - b) 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,
- 6.6. 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,
- 6.7. more generally, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, 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;
7. set the duration of this authorisation for a period of 38 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by votes 20,577,503 FOR, 1,254,781 votes AGAINST and 4,337 ABSTENTIONS.**

### Resolution 28

*(Delegation of authority to be granted to the Board of Directors 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 related company, 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 Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 22-10-49, L. 225-129-6, L. 225-138-1, L. 228-91 et seq.:

1. delegate powers to the Board of Directors to decide on the issuance, on one or more occasions, of:
  - 1.1. ordinary shares, or
  - 1.2. equity securities giving access to other equity securities of the Company, reserved for employees enrolled in a savings plan offered by the Company or by any related

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- 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");
2. establish as follows the limits of the issues thus authorised:
    - 2.1. 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),
    - 2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
  3. in the event that the Board makes use of this delegation of authority:
    - 3.1. 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,
    - 3.2. 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;
  4. resolve that the subscription price of securities issued under this resolution may not be:
    - 4.1. 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,
    - 4.2. or 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;
  5. 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;
  6. 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:
    - 6.1. the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised,
    - 6.2. and 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;
  7. grant full powers to the Board of Directors, with the ability to sub-delegate these powers, to implement this delegation of authority as provided by law, and in particular to complete all legal formalities and execute all legal instruments to record the capital increases carried out pursuant to this authorisation, amend the Articles of Association accordingly and, more generally, take whatever action is required;
  8. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers



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

**This resolution was adopted by votes 21,283,867 FOR, 550,623 votes AGAINST and 2,131 ABSTENTIONS.**

## Requiring the approval of the Ordinary General Meeting

### Resolution 29

*(Powers granted to carry out 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 21,843,304 FOR, 605 votes AGAINST and 2,192 ABSTENTIONS.**

\* \*  
\*

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

Sopra-GMT, represented by  
**Eric PASQUIER**

Groupe Steriactions company  
mutual fund (FCPE),  
represented by  
**Catherine ROYER**

Secretary  
**Christophe BASTELICA**